



# CONFLICTS OF INTEREST POLICY

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## 1. Introduction

Viverno Markets Ltd (hereinafter "Viverno" or the "Company") is a Cyprus Investment Firm ("CIF") which is authorized and regulated by the Cyprus Securities and Exchange Commission (hereafter "CySEC") under License Number 199/13. The Company operates under the European Markets in Financial Instruments Directive 2014/65/EU (hereinafter "MiFID II") and the Investment Services and Activities and Regulated Markets Law of L.87(I)/2017 (hereinafter the "Law").

The Company is registered in Cyprus under the Companies Law, with registration number HE300153. Its registered office is situated at Ioanni Stylianou 6, 2<sup>nd</sup> Floor, Flat/Office 202, 2003, Nicosia, Cyprus.

## 2. Purpose

The Company is required to establish, implement and maintain a policy on conflicts of interest and provide information regarding the adequate managing of any conflicts of interest between itself, including its managers and employees, tied agents or other relevant persons, as well as any person directly or indirectly linked to them by control, and their Clients or between one Client and another that arise in the course of providing any investment and ancillary services.

The conflicts of interest policy is applicable to all Clients and eligible counterparties.

## 3. Identification of Potential Conflicts of Interest

For the purposes of identifying the types of conflict of interest that arise in the course of providing investment and ancillary services or a combination thereof and whose existence may damage the interests of a Client, the Company takes into account, by way of minimum criteria, whether the Company or a relevant person, or a person directly or indirectly linked by control to the Company, is in any of the following situations, whether as a result of providing investment or ancillary services or investment activities or otherwise:

- a) the Company or a relevant person, or a person directly or indirectly linked by control to the Company is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;
- b) the Company or a relevant person, or a person directly or indirectly linked by control to the Company has an interest in the outcome of a service provided to the Client or of a transaction carried out on behalf of the Client, which is distinct from the Client's interest in that outcome;
- c) the Company or a relevant person, or a person directly or indirectly linked by control to the Company has a financial or other incentive to favour the interest of another Client or group of Clients over the interests of the Client;
- d) the Company or a relevant person, or a person directly or indirectly linked by control to the Company carries on the same business as the Client;
- e) the Company or a relevant person, or a person directly or indirectly linked by control to the Company receives or will receive from a person other than the Client an inducement in relation to a service provided to the Client, in the form of monetary or non-monetary benefits or services.

In addition to the above, the below potential conflicts of interest could exist which are properly managed by the Company as described in section 5:

- a) The Company executes transactions within the group, meaning that the third party/liquidity provider

is an affiliated entity called BDS Markets registered in Mauritius.

- b) For specific units that Company offers a fixed and variable component of remuneration.

Relevant person in relation to the Company means any of the following persons:

- a) a director, partner or equivalent, manager or tied agent of the firm
- b) a director, partner or equivalent, or manager of any tied agent of the firm
- c) an employee of the firm or of a tied agent of the firm, as well as any other natural person whose services are placed at the disposal and under the control of the firm or a tied agent of the firm and who is involved in the provision by the firm of investment services and activities
- d) a natural person who is directly involved in the provision of services to the investment firm or to its tied agent under an outsourcing arrangement for the purpose of the provision by the firm of investment services and activities

Should a potential conflict of interest arise, the affected parties could be the Company, its employees or its Clients. More specifically, a conflict of interest may arise, between the following parties:

- (a) Between the Client and the Company.
- (b) Between two Clients of the Company.
- (c) Between the Company and a relevant person of the Company.
- (d) Between a Client of the Company and a relevant person of the Company.
- (e) Between Company's Departments.

#### **4. Reporting Conflicts of Interest**

In the case of identification of a possible conflict of interest, a staff member must refer it initially to his immediate supervisor to assist in the assessment of a material risk of damage and inform the Compliance Department by providing them with full details to allow for regulatory assessment as well as scrutiny on:

- Corrective and preventive measures;
- How these actions were considered appropriate;
- Any conditions imposed; and
- Whether there are still ongoing conflicts and how these are being prevented or managed or disclosed to the Client as a measure of last resort.

#### **5. Procedures and Measures for the Management of Conflicts of Interest**

The Company maintains a Compliance Department that is independent within the Company, and it is within the duties of the Compliance Department to review and regularly monitor the Company's Conflicts Policy and practices for any possible violation, as well as for managing any possible conflicts of interest. The Company has established suitable and adequate internal procedures for minimizing any potential conflicts of interest which include the following:

##### **a. Independence**

The following measures have been adopted by the Company for ensuring the requisite degree of

independence appropriate to the size and activities of the Company:

- Measures to prevent or control the exchange of information between relevant persons engaged in activities involving a risk of a conflict of interest (i.e. by establishing a Chinese wall)
  - The Company has constructed adequate Chinese Walls, in accordance with the legal requirements between its departments and has established clear lines of responsibility, in order to avoid the flow of information held by a person in the course of carrying out a part of its business to be withheld from or used by persons who are in the process of carrying out another part of its business.
  - In particular, physical barriers have been established in order for the flow of information to be restricted between employees, access has been limited in relation to information and documentation, and communication has been restricted between certain employees during the course of carrying out their parts of business.
- Separate supervision of relevant persons whose principal functions involve carrying out activities on behalf of, or providing services to, Clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company.
- Segregation of duties and supervision for persons engaged in different business activities including procedures for ensuring appropriate communication between business units.
- Removal of any direct link between the remuneration of relevant persons principally engaged with 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.
- Dealing room employees do not relate their remuneration with Clients' performance.
- Proper controls to ensure that no improper inducements are given or received, and proper inducements are disclosed appropriately.
- Measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out investment or ancillary services or activities. Additionally, the person who decides or influences an individual's bonus may exert undue influence over that individual's integrity of judgment.
- Measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate investment or ancillary services or activities such as reception and transmission of Clients' orders and tasks such as portfolio decision making and calculating performance.
- The Company ensures that it does not remunerate or assess the performance of its staff in a way that conflicts with its duty to act in the best interests of its Clients. In particular, the Company does not make any arrangement by way of remuneration, sales targets or otherwise that could provide an incentive to its staff to recommend a particular financial instrument to a Client.
- With regards to remuneration and for specific functions a balance between fixed and variable components of remuneration is maintained at all times, so that the Company does not conflict with its duty to act in the best interest of its Clients.
- The Company frequently reviews the arrangements it has in place with its affiliate entity, which acts as its execution venue.
- The Company does not receive any remuneration, discount or non-monetary benefit for routing Client orders to a particular trading venue or execution venue which would infringe the legal requirements on conflicts of interest or inducements.

***b. Disclosure of conflict of interest***

When the measures taken by the Company to manage conflicts of interest are not sufficient to ensure, with

reasonable confidence that risks of damage to Clients' interest will be prevented, the Company proceeds with the disclosure of conflicts of interest to the Client. Prior to carrying out a transaction or providing an investment or an ancillary service to a Client, the Company must disclose any actual or potential conflict of interest to the Client. The disclosure will be made in sufficient time and in a durable mean and shall include sufficient detail, taking into account the nature of the Client, source of conflicts of interest, and the risks to the Client, in order to enable him to make an informed decision with respect to the investment or ancillary service in the context of which the conflict of interest arises. Where the Company considers that a disclosure is not sufficient to manage a conflict, we may choose not to proceed with the transaction or matter giving rise to the conflict.

Clients will be given the opportunity to decide on whether they wish to continue their relationship with us with no unreasonable obstacles.

### **c. Record keeping**

The Company keeps and regularly updates a record of the kinds of investment and ancillary service, or investment activity carried out by or on behalf of the Company in which a conflict of interest entailing a material risk of damage to the interests of one or more Clients has arisen, or, in the case of an ongoing service or activity, may arise. The following documentation shall be maintained for a minimum period of seven (7) years:

- This policy, any functional variations if applicable;
- The Conflicts Log and the Conflicts Identification;
- Rules, procedures and processes;
- Training material and training records;
- Conflicts of Interest Notification Forms;
- Details of any review work carried out (including any decisions made on conflicts management); and
- Any other documentation used to demonstrate the management of conflicts of interest.

### **d. Responsibilities**

The Company's *Chief Executive Officer* is responsible for clearly allocating responsibility and delegating authority to accountable individuals to ensure that those involved are aware of their involvement and that the Compliance function has a sufficient level of authority and independence in order to carry out their responsibilities effectively.

The Company's *Senior Management* is required to:

- Fully engage in the implementation of policies, procedures and arrangements for the identification, management and ongoing monitoring of conflicts of interest;
- Adopt a holistic view to ensure the identification of potential and emerging conflicts within and across business lines and to ensure that informed judgements are made with respect to materiality;
- Raise awareness and ensure compliance of relevant individuals by ensuring: regular training (including to contractors and third party service providers' staff) both at induction and in the form of refresher training; the clear communication of policies, procedures and expectations; that awareness of conflicts procedures forms part of the performance review/appraisal process, and that the best practice is shared throughout the Company;
- Sponsor robust systems and controls and effective regular reviews to ensure that strategies and

controls used to manage and mitigate risks remain appropriate and effective and that appropriate warnings and disclosures are issued to Clients where necessary;

- Utilize management information to remain sufficiently up-to-date and informed; and
- Support an independent review of the process and procedures in place.

The Company's employees are required to identify new conflicts of interest arising out of the activities/services that they perform and engage in the process of notifying the line management upon identifying any potential conflict.

The responsible person for the day-to-day management of the implementation of this policy is the Head of Compliance. In particular, (s)he, or his/her delegate, is responsible for:

establishing the policy in relation to conflicts of interest;

- providing training oversight and aid;
- monitoring compliance with arrangements;
- the oversight of conflicts management;
- establishment of the four-eyes principle in supervising the Company's activities;
- maintaining records in relation to conflicts of interest;
- reviewing and challenging the Conflicts Identification; and
- providing appropriate internal reporting to the Board of Directors.

## **6. Amendment/Review**

The Company reserves the right to amend the current Policy at its discretion and at any time it considers suitable and appropriate, and such amendment shall take place at least on an annual basis.

## **7. Further Information**

Any enquiry for further information with regards to the Company's Conflicts of Interest Policy and procedures, should be addressed to our Customer Support Department at [support@viverno.com](mailto:support@viverno.com). You may also contact our Compliance Department at [compliance@viverno.com](mailto:compliance@viverno.com).