



Conflicts of Interest Policy

I. Introduction

Tradeplace Limited (hereafter the “**Company**”) is a limited liability Company incorporated in the Republic of Cyprus with registration number HE434666. The Company is authorized and regulated by the Cyprus Securities and Exchange Commission (hereafter the “**CySEC**”) to operate as a Cyprus Investment Firm (hereafter the “**CIF**”) under the license number 455/25. The Company owns and operates the trading name investing.one for the provision of investment and ancillary services for which has been granted with an authorisation (relevant authorisation details can be found within the CySEC’s website here) on the transferable securities, such as equity shares and exchange traded funds (hereafter the “**ETFs**”).

II. Legal Framework

The Company is operating under the provisions of 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, as the same may be in force from time to time and modified or amended from time to time (hereafter the “**MiFID II**”), which was transposed into Cypriot Law, the Investment Services and Activities and Regulated Markets Law of 2017 (hereafter the “**Law**”). In addition, it is noted that the relevant Policy is also comply with the provisions of the Commission Delegated Regulation (EU) 2017/565 regarding the organisational requirements and operating conditions for Investment Firms.

According to the aforesaid legislation, the Company is required to maintain and operate effective organisational and administrative arrangements in order to taking all appropriate steps to identify, manage and prevent conflicts of interest.

In addition, the Company is committed to act honestly, fairly and professionally and in the best interests of its clients and to comply, in particular, with the principles set out in applicable legislation when providing investment services and/or other ancillary services related to such investment services.

III. Purpose

The purpose of the Conflicts of Interest Policy (hereafter the “Policy”) is to set out the Company’s approach in identifying, preventing, managing and reporting conflicts of interest which may arise during the course of its business activities. The respective Policy has been established and implemented according to the size and organisation of the Company and the nature, scale and complexity of its business. More precisely, the Company aims to identify, monitor and manage all actual and potential conflicts of interest that can and/or may arise between its personnel and clients and any person directly or indirectly associated with the Company.

In view of the above, the adequate conflicts management arrangements will help the Company to comply with its obligations to operate efficiently, honestly and fairly. It will also help the Company to establish and maintain a reputation for integrity in the provision of financial services and ensures that the quality of its financial services is not significantly compromised by conflicts of interest.

IV. Applicability

The Company takes all appropriate steps to identify and to prevent or manage conflicts of interests between itself, including its senior management, employees and tied agents, or any person directly or indirectly linked to it by control and its clients or between one client and another client, that arise in the course of providing any investment and ancillary services, or combinations thereof,

including those caused by the receipt of inducements from third parties or by the Company's own remuneration and other incentive measures, which adversely affect the interests of the Company's clients.

In this respect, this Policy applies to any of the following persons (hereafter the "**Relevant Persons**"):

- a. A director, partner or equivalent, manager or tied agent (if any) of the Company;
- b. A director, partner or equivalent or manager of the tied agent (if any) of the Company;
- c. An employee of the Company;
- d. Any other natural person or tied agent (if any) whose services are placed at the disposal and under the control of the Company and who is involved in the provision by the Company of regulated activities; and
- e. A natural person or tied agent (if any) who is directly involved in the provision of services to the Company under an outsourcing arrangement for the purpose of the provision by the Company of investment services and activities.

It is clarified that the provisions of the Policy are applicable to all types of clients (existing and/or potential) irrespective of their categorisation as Retail, Professional and Eligible Counterparties.

V. Identification of Conflicts of Interest

The Company hereby identifies and discloses a range of circumstances which may give rise to a conflict of interest and potentially but not necessarily be detrimental to the interests of one or more of its clients, as a result of providing its investment and ancillary services, as analytically specified below. Such a conflict of interest may arise if the Company, or any person directly or indirectly controlled by the Company or a client, is in any of the below situations:

- a. likely to make a financial gain, or avoid a financial loss, at the expense of a client;
- b. have an interest in the outcome of a service provided to the client or of a transaction carries out on behalf of the client which is distinct from the client's interest in the outcome;
- c. have a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;
- d. carry on the same business as the client;
- e. receive or will receive from a person other than the client an inducement in relation to a service provided to the client, the form of monetary or non-monetary benefits or services.

Accordingly, a conflict of interest may arise between the following parties:

- i. a client and the Company;
- ii. a client and a Relevant Person;
- iii. two or more clients of the Company;
- iv. a Relevant Person and the Company;
- v. two or more departments of the Company;
- vi. two or more Relevant Persons.

Furthermore and according to the Company's business model and the services offered, a non-exhaustive list of circumstances which may give rise to a conflicts of interest are outlined below:

- the Company may engage in trading activities for client accounts whilst other clients are active in relevant markets at the same time;
- a Relevant Person is interested in any company whose securities are held or dealt in by the Company on behalf of a client;
- a transaction is effected in financial instrument in respect of which the Company may benefit from a commission, fee, mark-up or mark-down payable otherwise than by a client, and/or the Company may also be remunerated by the counterparty to any such transaction or a respective product provider/manufacture;
- the Company acts/deals on behalf of the client with another party or transmits orders of the client to another party for execution;

- the instruction of one client is matched with the instruction of another client for whom the Company is acting on his behalf;
- a Relevant Person experiences unreasonable influence or pressure from his/her superior in the course of servicing a client to the benefit of another client (e.g. more important one) and to the detriment of the interests of the first client.
- access and use of information obtained by a Relevant Person, which is not in the public domain, i.e. the Relevant Person is obtaining information, which has not been published;
- the Company's relationship with the issuers of financial instruments, e.g. financial relationship, joint issues and cooperation;
- The Company earns revenue from your trade activity and therefore has a monetary incentive for you to trade more. This is called Payment for Order Flow, or PFOF. Specifically, we earn revenue from third-party market centers to which we route your orders. This creates an incentive for us to route orders to market centers who pay or rebate us for such orders, subject to our best execution requirements. Each market center to which we route orders pays rebates at the same rate and so the Company does not distinguish between these markets on the basis of rebates. The Company seeks best execution for every order and leverages firm governance to oversee and supervise regular and rigorous reviews of trade execution independent of PFOF revenue.

VI. Procedures and Controls for the Prevention and Management of Conflicts of Interest

The Company maintains and operates effective organizational and administrative procedures aiming to identify and therefore manage conflicts of interest, so as to ensure that in case such a conflict arises it will be managed promptly and fairly. In this respect, the procedures followed and measures adopted are the following:

- a. the declaration of each employee of his/her own conflicts by completing them to the conflicts of interests registry;

- b. review of the corporate governance and organizational arrangements in place to identify where the interests of employees in different departments might create conflicts (i.e. number of appointed Non-Executive Directors, establishment of committees, independency of the Compliance Function, etc);
- c. the simultaneous or sequential involvement from any of the Relevant Persons in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest is prevented;
- d. the 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;
- e. 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 and where such links exist the Company shall take all necessary measures and establish sufficient controls to mitigate and prevent any conflicts interests;
- f. the effective procedures in place to prevent or control the exchange of information between Relevant Persons engaged in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more clients;
- g. measures to prevent or limit any person from exercising inappropriate influence over the way in which any from the Relevant Person carries out investment or ancillary services or activities.
- h. the existence of clear distinction between the Company's departments and their operations (the principle of "**Chinese Wall**") by ensuring that the information held by a person in the course of carrying on one part of our business to be withheld from, or not to be used by, persons with or for whom we act in the course of carrying on another part of our business.
- i. Separation / Segregation of duties so as to ensure that the Company's governing body receives objective and accurate information on financial performance, the risks faced by the Company and the adequacy of its

- systems. Therefore, the Company ensures that, in general, no single individual has unrestricted authority to proceed with all of the following:
- initiate a transaction;
 - bind the Company;
 - make payments; and
 - account for it.
- j. **Declining to Act:** If the Company determines that the conflict of interest cannot be avoided or effectively managed and, even properly disclosed to the client as provided for in this Policy, may nevertheless materially damage the client's interests, then the Company shall decline to act on behalf of the client in concern.
- k. Restrictions on personal transactions – employees are not allowed to engage in insider dealing, market manipulation and other abusive behaviour. The Company has a Personal Transactions Policy and a Market Abuse Policy in place and ensures that the provisions set therein are always followed by its staff and/or senior management.
- l. **Gifts and Entertainment:** Certain gifts or entertainment packages may be seen to create conflicts of interest and/or may be considered bribery and corruption or money laundering and counter terrorism financing. It is recognised that gifts and entertainment may be part of conducting cordial business relationships in some cultures and therefore, notification of any gift received from a client or service provider must be provided to Compliance and recorded in the Gift Register together with an estimate of its value and prior approval must be sought after.

It is noted that we do not prohibit our employees from receiving small gifts and minor hospitality from other parties. However, no employee or director may accept from, or give to, any person any gift or other benefit that cannot properly be regarded as justifiable in all the circumstances. Employees may not accept gifts from, or provide gifts to, an individual or firm with whom they conduct, or intend to conduct, business on behalf of the firm unless it can be demonstrated that no conflict of interest (actual or perceived) is created by doing so.

Entertainment provided by an employee must fall within any expenses policy the Company may adopt and should not in any event create any conflict of

interest. This rule applies even if the direct recipient of the gift or other benefit is the spouse or a child of the employee or some other third party. The provision or acceptance of gifts and entertainment should be consistent and proportionate with the corporate relationship. The Company maintains a register of Gifts and it is the responsibility of employees to notify the firm of any gifts received.

- m. Review of remuneration arrangements: The Company recognizes that the remuneration schemes can be considered as a factor of influencing the conduct of its employees. The Company's Remuneration Policy sets out the procedures to be followed in order to properly and effectively prevent remuneration structures which may incentivise an employee to act contrary to its responsibilities or regulatory requirements.

VII. Disclosure of Conflicts of Interest

In case where the procedures depicted in this Policy are not sufficient to ensure, with reasonable confidence, that risks of damage to client interests will be prevented, the Company clearly discloses the general nature and/or sources of conflicts of interest to the client before undertaking business on its behalf. This disclosure shall be made in a durable medium and include sufficient detail, considering the nature of the client, to enable the client to take an informed decision with respect to the investment or ancillary service in context of which the conflict of interest arises. In addition, it is noted that the disclosure is made prior to the offering of the product or service to the client and the latter's' consent shall be properly obtained. The disclosure is a measure of last resort, to be used only in the aforementioned occasion. Over-reliance on this disclosure shall be considered a deficiency in this Policy. The abovementioned disclosure to clients shall include at least the following:

1. A specific description of the conflict of interest under question, taking into account the nature of the client to whom the disclosure is made;
2. The involved parties; and

3. Detailed explanation of the nature and/or sources of conflicts of interests, as well as the risks to the client that arise as a result of the conflict and the steps taken to mitigate these risks.

VIII. Record keeping

The Compliance Officer is responsible for maintaining the Conflicts of Interest Policy. In this respect, the Compliance Officer ensures that all the Company's personnel is aware of the provisions of the said policy and can clearly identify circumstances that may give rise to conflicts of interest. In this respect, in the instance where any employee comes across with a situation that may give rise to a conflict of interest, the employee shall immediately report this to the Compliance Officer. The Compliance Officer determines, in consultation with the senior management, if a conflict of interest is present and take the necessary action to resolve it.

In view of the above, the Company maintains a record, which is regularly updated, of the kinds of investment and ancillary service or investment activity carried out by the Company or on its 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 on-going service or activity, may arise.

The respective register is being completed and maintained by the Compliance Officer of the Company and includes information as to the below:

- Identification date;
- Reporting (identifying) person;
- The nature of the conflict identified;
- Products / Services concerned;
- Relevant Persons involved;
- Clients affected;
- The way and degree the clients' interests can be adversely affected;
- The actions taken to manage the conflict;

- The analysis carried out by the Compliance Officer along with the relevant conclusions made.

Upon request, the abovementioned information shall be provided to the Commission.

VIII. Review and Update of the Policy

The Company reserves the right to amend its policies at any time by making them public on its official website. Policies shall be reviewed/amended annually and/or as and when it is deemed necessary by the Compliance Officer and further approved by the Board of Directors. The client consents and agrees that the latest versions of any of the Documentation and/or Policies published on the Company's official website shall prevail as this has been communication via a durable medium. The Company encourages its Clients to periodically review the Policy.

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