

CONFLICTS OF INTEREST POLICY

AM Wealth Limited

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**Abu Dhabi Global Market
2024**

CONFLICTS OF INTEREST POLICY

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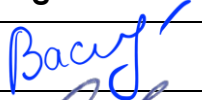

Signing Authority:	Signature:
Maria Vasilyeva, Executive Director, CEO	
Svetlana Osipova, Executive Director, CRO	

Table of Contents

1	Purpose and Scope.....	4
2	Statutory Obligations and Regulatory Framework.....	4
3	Responsibilities of Employees	5
4	Prevention of Conflict of Interest	5
5	Identification of Potential Conflict of Interest	6
6	Management of Conflict of Interest	7
7	Final Provisions	8
	Appendix 1. Declaration of Independence Form	9
	Appendix 2. Conflict of Interest Declaration and Management Form.....	10
	Appendix 3. Declaration and Management of Outside Interests Form	13
	Appendix 4. Register of Conflicts of Interest	18

1 Purpose and Scope

This Conflicts of Interest Policy (henceforth "Policy") is established to set out the Company's approach in identifying and managing conflicts of interest, which may arise during the course of its normal business activities. In addition, this document identifies circumstances, which may give rise to a conflict of interest.

The Policy applies to the members of the Company's Board of Directors, the Company's Authorised Management, the Company's employees, and any persons directly or indirectly linked to the Company (referred to collectively as "employees and associates") and refers to all interactions with all clients and/or counterparties.

The implementation of this Policy shall focus on the protection of the Company clients' interests by, primarily, defining the best practices to adopt for preventing conflicts of interest from arising and, secondly, setting the guidelines for the resolution of those conflicts of interest that may eventually arise.

The Policy is applicable to all business units within the Company. All employees and contractors are expected to incorporate the Company's compliance practices into decision-making processes as part of normal business practice.

The Conflicts of Interest Policy must be read in conjunction with constituted part of the Compliance Policy of the Company.

2 Statutory Obligations and Regulatory Framework

The Policy primarily takes into account the key requirements of the following rules and regulations of ADGM: FSRA General Rulebook (GEN), FSRA Conduct of Business Rulebook (COBS) and FSRA Guidance and Policies Manual (GPM).

The Conduct of Business Rulebook sets the main principles for managing conflicts of interest:

1. Fair Treatment.

AM Wealth Limited shall take reasonable steps to ensure that conflicts of interest and potential conflicts of interest between itself and its clients and between one client and another client are identified and then prevented or managed.

2. Record of Conflicts.

AM Wealth Limited must keep and regularly update a record of the kinds of service or 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.

3. Managing Conflicts.

AM Wealth Limited must maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interests of its clients, including establishing and maintaining effective information barriers to restrict the communication of relevant information.

4. Disclosure of Conflicts.

If arrangements made by AM Wealth Limited to manage conflicts of interest are not sufficient to ensure, with reasonable confidence, that the risks of a damage to the interests of the client will be prevented, the Company shall clearly disclose the general nature and/or sources of conflicts of interest to a client before undertaking business for a client.

5. Attribution of Knowledge.

When the FSRA Rules applies to AM Wealth Limited that acts with knowledge, the Company is not taken to act with knowledge for the purposes of that FSRA Rules as long as none of the relevant individuals involved for on behalf of the Company acts with that knowledge as a result of an information barrier arrangement.

6. Inducements.

AM Wealth Limited shall have systems and controls including policies and procedures to ensure that neither the Company, nor an employee and associate of it, offers, gives, solicits or accepts inducements such as commissions or other direct or indirect benefits where such inducements are reasonably likely to conflict with any duty that it owes to its clients. In circumstances where the Company believes on reasonable grounds that the client's interests are better served by a person to whom the referral is to be made, any commission or other benefit which the Company or any of its employees or associates receives in respect of such a referral would not be a prohibited inducement under the FSRA Rules.

3 Responsibilities of Employees

The Company`s employees must always:

1. Act with independence and with integrity in all dealings. All staff and employees must also sign a declaration of independence at the time of joining (as in Appendix 1);
2. Anticipate and properly identify all possible conflicts of interest;
3. Report conflicts of interest to the Line Manager and the Chief Compliance and Money Laundering Reporting Officer, using form in Appendix 2 and Appendix 3.
4. Ensure conflict is dealt with in a clear, open and effective way.
5. Obtain approval before taking part in outside business interests and close personal or financial relationships.
6. Avoid wherever possible or identify, declare and manage conflict of interest in accordance with this Policy and Company`s Compliance Policy.

All staff and employees should discuss any conflict of interest with the Chief Compliance and Money Laundering Reporting Officer, or, in his/her absence, to the Chief Executive Officer.

All conflicts of interests should be declared and managed. The declaration form sets out specific instructions for the employee and their manager for completing and submitting the form and details their conflict-of-interest management plan.

The Company maintains a Conflicts of Interests Register of Interest using Appendix 4.

4 Prevention of Conflict of Interest

The Company has adopted a series of processes designed to prevent conflicts of interest.

These processes are the reflection of the Company's service culture, underpinned by the principle that any actions taken for a client and/or counterparty are based exclusively on the client's best interests. These preventive processes are:

1. Mandatory declaration of effective or potential conflicts of interests.

All of AMWL's employees or associates are obliged to declare any actual or potential conflict of interest in regard to the full discharge of its responsibilities. The conflicts of interests (eventually) faced by an employee or associate must be declared to the Chief Compliance and Money Laundering Reporting Officer ("CCMLRO"), or, in his/her absence, to the Chief Executive Officer ("CEO"), for further registration (Conflicts of Interests Register) and management. The breach of this obligation is considered very serious and leads to a disciplinary procedure that carries several possible sanctions up to, and including, the dismissal.

2. Control of the exchange of information.

The Company's employees or associates are bound by a legal and contractual obligation to keep confidentiality about any clients' information they come into account with, which implies keeping confidentiality from third but also limits the exchange of information to a "need-to-know" basis when it occurs between business units and departments. The "need-to-know" capacity is assessed in accordance with the client's interests and, thus, limits the access to clients' information to those engaged in servicing the clients' interests.

3. Internal organisation and independence of control functions.

AMWL's internal organisation has been established to avoid conflicts of interest between the internal control and operational functions. The compliance and risk management functions are carried out independently of, and by distinctive from business and operational employees, those carrying out operational, business development and client services functions.

The Company's internal governance establishes that the Board of Directors has the broadest powers and ultimate responsibility to acknowledge and enforce this Policy. The Board of Directors further has the (eventual) responsibility and maximum authority to resolve any situations of conflicts of interests while always obliged to uphold the clients' best interests. Ultimately, when the AMWL's employees are unable to resolve a conflict of interests, the Board of Directors is responsible for its resolution. Additionally, the Board of Directors is responsible for this Policy's periodical assessment and the evaluation of its efficacy.

The CCMLRO is responsible for receiving and registering any declared conflicts of interest. The CCMLRO is also responsible, together with the CEO, for the resolution of any declared conflicts of interest. The CCMLRO is further responsible for periodically (and, at least, annually) reporting to AMWL's CEO and Board of Directors on the compliance activity in regards to: (1) the efficacy of the preventive measures; (2) the detection and declaration of conflicts of interests by AMWL's employees or associates; (3) the measures adopted to resolve the identified conflicts of interests, and (4) any updates to this Policy.

The Internal Audit function reviews, at least once throughout its three-year audit plan, the efficiency of this Policy and the status of the Company's Conflicts of Interests Register.

5 Identification of Potential Conflict of Interest

A conflict of interests arises when in the course of providing services in the interest of a client, the outcome of these services could be construed to be in the best interest of AMWL, its employees or associates, other clients or people and entities related to AMWL.

As a minimum criterion to identify the potential conflict of interests that may arise, AMWL shall take into account whether AMWL itself or (one of) its employees or associates find themselves in the following situation:

- One of them can make a financial gain or avoid a financial loss at the expense of the client/investor;
- One of them has an interest in the outcome of a service provided to the client/investor which is distinct from the client's/investor's interest;
- One of them has an incentive to favour the interest of another client/investor or group of clients/investors over the interest of the client/investor;
- One of them can, or may, receive an incentive from a person other than the client/investor about a service provided to the client/investor, in the form of money, goods or services, other than the standard commission or fee for that service;
- One of them may be acting on behalf of clients/investors that have divergent interests among them.

Any actual or potential conflict of interests that are identified in the course of AMWL's business operations must be reported to the CCMLRO. The CCMLRO shall acknowledge the reception of the communication, engage in the resolution of the conflict and register that conflict in AMWL's Register of Conflicts of Interests.

The responsibility for reporting conflicts of interests belongs to an employee and associate that first identified the conflict's existence (or possibility). The reporting must be carried out by e-mail addressed to Compliance@amwealth.ae

6 Management of Conflict of Interest

Upon receipt of the notification of a conflict of interest, the Chief Compliance and Money Laundering Reporting Officer analyses the situation, determines whether or not it should be qualified as a conflict of interest (according to the criteria above) and decides, together with the Chief Executive Officer, on the appropriate measures to be adopted to defend the client's best interests. This assessment and resolution are registered by the CCMLRO in the Company's Register of Conflicts of Interests.

Depending on the circumstances, the resolution measures may be, but are not limited to:

- To instruct an employee and associate, a related person or a third party to (1) refrain from acting, (2) take part in a decision, or (3) take part in the management of an effective or potential conflict of interest;
- To abstain from taking part in a transaction that puts two, or more, clients in opposing ends.

In addition to the resolution of identified conflicts of interest, the CCMLRO and SEO are also co-responsible for the definition and implementation of further processes to avoid (or limit) the re-occurrence of those aforementioned conflicts, including by modifying or introducing new procedures and/or control systems.

If AMWL cannot, with reasonable confidence, ensure that the risk of damage to a client's interest can be avoided, it shall:

- Inform clients before acting on their behalf of the nature and/or source of the conflicts of interest. The disclosure shall include sufficient detail to enable the investor to make an informed decision concerning the investment or ancillary service, taking into account the context in which the conflict of interest arises; or
- To abstain from providing the requested service to a client/investor.

7 Final Provisions

This Policy must be regularly reviewed and updated at least annually. The initial version of the Policy must be approved by the Board of Directors. All further updates must be approved by the Policy's owner and the CEO. Any revisions of the present Policy shall be notified to the senior management and all employees.

This Policy is non-confidential document and shall be disclosed on the Company website.

Appendix 1. Declaration of Independence Form

To: *(Name)*

Chief Compliance and Money Laundering Reporting Officer

AM Wealth Limited

In order to treat clients fairly, I acknowledge that AM Wealth Limited (hereinafter referred to as "AMWL" or "Company") must take reasonable steps to ensure that conflicts and potential conflicts of interest between itself and its clients and between one client and another are identified and then prevented or managed in such a way that the interests of a client are not adversely affected and to ensure that all of its clients are fairly treated and not prejudiced by any such conflicts of interest.

I understand that when assessing the appropriateness of any advice or product I provide to a client, only that client's interests should be considered and that any other client's interests, the Company's or other individual's interests should be disregarded.

I further understand that where any business or personal relationship or interest gives rise to a potential conflict of interest that would be too material to be disregarded in that AM Wealth Limited would be unable to prevent or manage such a conflict of interest, I must decline to act for that client and inform the Chief Compliance and Money Laundering Reporting Officer immediately.

Name:

Signature:

Date:

Appendix 2. Conflict of Interest Declaration and Management Form

Employee name:
Position Title:
Important information:
Instructions for completing this form
<p>1. Who must complete this form</p> <p>a. Any employee who has identified a conflict between their private interests and public duties.</p> <p>b. Any workplace participant (e.g. employees, contractors/consultants) assessed as warranting a declaration on the basis of potential, perceived or actual conflict of interest risk.</p> <p>2. How often must this form be completed</p> <p>a. This form must be completed:</p> <ul style="list-style-type: none"> At the time of joining At the time a conflict of interest is identified. Annually <p>3. What to do with the completed form</p> <p>a. The following steps must be taken to complete the declaration process:</p> <ul style="list-style-type: none"> <u>Employee</u> to complete Sections A and B of the form and provide to manager; <u>Manager, Compliance and employee</u> to complete risk management plan at Section C (where relevant) and sign declaration at Section D. <p>Definition to assist in completing this form:</p> <p>Conflict of interest: a conflict of interest arises when an employee has private interest that could improperly influence, or be seen to influence, their decisions or the performance of their duties. Conflicts can be actual, potential or perceived and can be financial or non-financial in nature.</p>

Section A. Identification of a conflict of interest risk	
A.1 I have made the following assessment: (tick appropriate box)	No risk of conflict of interest identified <input type="checkbox"/> I have considered the nature of the duties, considered my professional duties and personal interests and declare that to the best of my knowledge no actual, potential or perceived conflict risk of exists. [Go to section C]
	Risk of conflict of interest identified <input type="checkbox"/> I have considered the nature of the duties, considered my professional duties and personal interests and consider that an actual, potential or perceived conflict of interest risk exists. [Go to section B]

Section B. Conflict of interest management plan
B1. Type of conflict of interest identified
<p>The following conflict of interest risk was identified:</p> <p><u>Useful information:</u> state the specific personal interest identified (e.g. relationship with employee/friend/family; financial interest; conflict of duty etc.) and detail how this raises an actual potential or perceived conflict of interest with the employee's public duties</p>

B2. Management plan for employee's conflict of interest

The employee and manager will take the following action to manage the conflict of interest:

Useful information: *this management plan will ensure conflict risks are managed and resolved in favour of the firm's and client's interest rather than that of the employee and will be based on the following mitigation strategies:*

Restrict: restrictions are placed on the employee's involvement in the matter

Recruit: a disinterested third party is used to oversee part or all of the process that deals with the matter

Remove: the employee removes themselves, or is removed, from the matter

Relinquish or Resign: the employee relinquishes the private interest that is creating the conflict. Where relinquishing the interest is not possible (e.g. relationship with family) and the conflict cannot be managed in the public interest using one of the other options above, the employee may consider resigning.

B3. The employee and manager will ensure this management plan is reviewed:

- Within 1 month Within 3 months Within 6 months
 Within 12 months N/A as the conflict is a one-off of short duration
 Other (specify):

Section C. Declarations

C.1 Employee declaration

In order to treat Clients fairly, I acknowledge that the Company must take reasonable steps to ensure that conflicts and potential conflicts of interest between itself and its Clients and between one Client and another are identified and then prevented or managed in such a way that the interests of a Client are not adversely affected and to ensure that all of its Clients are fairly treated and not prejudiced by any such conflicts of interest.

I understand that when assessing the appropriateness of any advice or product I provide to a Client, only that Client's interests should be considered and that any other Client's interests, the Company's interests or other individual's interests should be disregarded.

I further understand that where any business or personal relationship or interest gives rise to a potential conflict of interest that would be too material to be disregarded in that the Company would be unable to prevent or manage such a COI, I must decline to act for that Client and inform Compliance immediately.

I declare that to best of my knowledge, the information in this form is true and correct. Any actions described in Section B of the form have been put in place to effectively manage any actual, perceived or potential conflict of interest. I undertake to adhere to any conflict of interest risk management plan set out in Section B to ensure that the Company's reputation and the public interest is adequately protected.

I undertake to make further declaration should a change in my circumstances give rise to an expectation of a conflict of interest.

Signature of Employee: _____
Name (please print): _____
Date: ____/____/____

C.2 Manager declaration

I undertake to adhere to any conflict of interest risk management plan set out in Section C, and to monitor my employee's adherence to the management plan, which is in place to ensure that the Department's reputation and the public interest is adequately protected.

Signature of Manager: _____

Name (please print): _____

Date: ____/____/____

Compliance Officer:

Sign:

Date _____

Appendix 3. Declaration and Management of Outside Interests Form

Employee's full name:
Important information:
Instructions for completing this form
<p>1. Who must complete this form</p> <ol style="list-style-type: none"> All Executive Officers. All Employees Any workplace participant (e.g. employees, contractors/consultants) assessed as warranting a declaration on the basis of potential, perceived or actual conflict of interest risk <p>2. How often must this form be completed</p> <p>This form must be completed:</p> <ul style="list-style-type: none"> upon appointment to a position listed at point 1 above; and annually after appointment; and within five working days after the employee's circumstances change. <p>3. Filling in this form</p> <ol style="list-style-type: none"> Complete the form as accurately and comprehensively as possible. Section A is to be completed in all cases. Sections B to D to be completed only in situations of potential conflict Type or write your answers legibly. Provide an answer for each question. <u>Do not leave any questions unanswered.</u> See <i>Conflict of interest policy</i> for further information and contact details for advice on completing this form.

Section A. Outside Business interests
Definitions to assist in completing this section:
<p>Family (Qns A4 to A6): this includes your immediate family (e.g. husband, wife, spouse, partner, child, parent or sibling) or those family members who are wholly or substantially dependent on you and whose affairs are closely linked. <u>Family interests refers only to interests that are known to the employee and that may reasonably raise an expectation of a conflict of interest.</u></p> <p>Conflict of interest: a conflict of interest arises when an employee has private interests that could improperly influence, or be seen to influence, their decisions or the performance of their duties. Conflicts can be actual, potential or perceived and can be financial or non-financial in nature.</p>

A1. Other significant sources of income:	
Do you have income from any sources other than your main source of employment income relating to: <ul style="list-style-type: none"> contracts; offices held in return for payment or other reward; or a trade, vocation or profession engaged in by you? 	YES <input type="checkbox"/> NO <input type="checkbox"/>
If yes, please provide details of this source of income.	

Please explain how this income may reasonably raise an expectation of conflict of interest, or a material interference with your public duties. Alternatively, please explain why it does not.

A2. Office holder:

Do you hold office in any public or private:

- company;
- trustee company;
- incorporated association; or
- other entity?

 YES

 NO

If yes, please provide the name of the organisation and the office you hold.

Please explain how this office may reasonably raise an expectation of conflict of interest, or a material interference with your public duties. Alternatively, please explain why it does not.

A3. Shareholdings and other business interests:

Do you have any shareholdings, investments or other business?

This includes a company, partnership, association or other entity, as well as nominee shareholders on behalf of the agency in government companies.

 YES

 NO

If yes, please provide details about the nature of the interest of all such holdings (not the amount).

Please explain how this/these shareholdings or investments may reasonably raise an expectation of conflict of interest, or a material interference with your duties. Alternatively, please explain why it does not.

A4. Trusts

Are you:

- a beneficiary of any trust (If so, who is the trustee?);
- the trustee of any trust; or
- the director of a trustee company in which a member of your family (to your knowledge) is a beneficiary?

 YES

 NO

If yes, please provide details about the operations of the trust/s.

Please explain how the operation of the trust/s may reasonably raise an expectation of conflict of interest, or a material interference with your duties. Alternatively, please explain why it does not.

A5. Family interests

To your knowledge, do any of the following apply to your family that may reasonably raise an expectation of conflict of interest:

- entered into any contract, agreement or understanding that gives rise to an obligation or expectation of reward;
- have any shareholdings, investments or other business (*this includes a company, partnership, association or other entity, as well as nominee shareholders on behalf of the agency in government companies.*)

 YES

 NO

If yes, please provide details, including the nature of the interest and how the interest may reasonably raise an expectation of conflict of interest.

A6. Other financial interests	
<p>Do you or a member of your family (to your knowledge) have any other significant financial or other interests <u>of which you are aware, which could reasonably raise an expectation of a conflict of interest or material interference with your duties</u>? These include financial interests that:</p> <ul style="list-style-type: none"> • have been held; • are currently held; or • will accrue. 	<p>YES <input type="checkbox"/></p> <p>NO <input type="checkbox"/></p>
<p>If yes, please provide details of the financial interest.</p>	
<p>Please explain how this/these financial interests could reasonably raise an expectation of conflict of interest, or a material interference with your duties.</p>	
A7. Other interests	
<p>To your knowledge, are there any other arrangements or circumstances not already covered to declare which could constitute a conflict of interest?</p>	<p>YES <input type="checkbox"/></p> <p>NO <input type="checkbox"/></p>
<p>If yes, please provide details of these arrangements or circumstances.</p>	
<p>Please explain how these arrangements or circumstances of which you are aware, could reasonably raise an expectation of conflict of interest, or a material interference with your duties.</p>	

I declare that to the best of my knowledge, the information I have provided in Section A of this declaration is true and correct. I undertake to advise if an actual, potential or perceived conflict arises in the future. If there is any change to the interests set out in Section A, I undertake to advise the responsible or delegate of any alterations or additions to my declaration within five working days.

Signature of Declarant:

Name (please print):

Date:

Section B. Manager's assessment and management plan for conflict of interest risk (Employee's manager to complete *this section only in situations of potential conflict*)

I have made the following assessment: (tick appropriate box)	<p>No conflict of interest risk identified</p> <input type="checkbox"/> I have noted the information contained in the declaration, considered the duties of the employee and I am satisfied that the declaration <u>does not</u> identify any actual, potential or perceived conflicts of interest [Go to Section D] . <p>Risk of conflict of interest identified</p> <input type="checkbox"/> I have noted the information contained in the declaration, considered the duties of the employee and I have concluded that there is a risk of a conflict of interest. [Go to question B1] .
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B1. Type of conflict of interest identified
The following conflict of interest risk was identified:

Useful information: manager to state the specific personal interest identified (e.g. financial interest; conflict of duty etc.) and detail how this raises an actual, potential or perceived conflict of interest with the employee's duties.

B2. Management plan for employee's conflict of interest
The employee and I will take the following action to manage the conflict of interest:

Useful information: this management plan will ensure conflict risks are managed and resolved in favour of the firm's and client's interest rather than that of the employee and will be based on the following mitigation strategies:

Restrict: restrictions are placed on the employee's involvement in the matter

Recruit: a disinterested third party is used to oversee part or all of the process that deals with the matter

Remove: the employee removes himself/herself, or is removed, from the matter

Relinquish or Resign: the employee relinquishes the private interest that is creating the conflict. Where relinquishing the interest is not possible (e.g. relationship with family) and the conflict cannot be managed in the firm's and client's interest using one of the other options above, the employee may consider resigning.

I will ensure this management plan is reviewed:	<input type="checkbox"/> Within 1 month <input type="checkbox"/> Within 3 months <input type="checkbox"/> Within 6 months <input type="checkbox"/> Within 12 months <input type="checkbox"/> N/A as the conflict is a one-off of short duration <input type="checkbox"/> Other (specify):
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Section C. Employee Declarations

Employee declaration (only required where a conflict of interest risk is identified)

The actions described in Section B2 of the form have been put in place to effectively manage any actual, perceived or potential conflict of interest disclosed in Sections A. I undertake to adhere to any conflict of interest risk management plan set out in Section B, which is in place to ensure that the Department's reputation and the firm's and client's interest is adequately protected.

I request approval to accept/continue the position noted above. I undertake that in the event of any change in my interest of appointment, I will immediately notify Compliance. I agree that I will resign from the external entity if the hours required become excessive or if a conflict of interest arises.

In the event that approval is given for my affiliation with an external entity which has a banking relationship with any part the Firm, I undertake that I will not be the Person handling the account and will not be involved in any business decisions.

Signature of Employee: _____

Name (please print): _____

Date: ____/____/____

Section D. Manager Declaration

Manager declaration (must be signed by manager – Strike out inapplicable)

No conflict and therefore no further action required

The actions described in Section B of the form have been put in place to effectively manage any actual, perceived or potential conflict of interest disclosed in Sections A. I undertake to adhere to any conflict of interest risk management plan set out in Section B, and to monitor my employee's adherence to the management plan, which is in place to ensure that the Department's reputation and the public interest is adequately protected.

Signature of Manager: _____

Name (please print): _____

Date: ____/____/____

Appendix 4. Register of Conflicts of Interest

No	Date	Conflict of Int declared by	Details of Conflict	Details of how conflict was resolved/managed/prevented	Approval of resolution/management/prevention by	Date of Approval