

Group MiFID Policy

1. PURPOSE

The Group, as a leading financial organisation, recognizes the need for compliance with the legal and regulatory framework covering the provision of investment and ancillary services throughout EU and adherence to best practices in relation to the Markets in Financial Instruments Directive (MiFID), one of the cornerstones of the EU regulation of financial markets.

Sound MiFID policies are important for ensuring that the Group's investment clients enjoy a high degree of protection and when providing investment or, where appropriate, ancillary services to such clients, Group entities act honestly, fairly and professionally in accordance with their clients' best interests and according to the provisions of the Law.

The Group MiFID Policy ('the Policy') is structured as a general policy document with an underlying number of specific policies that govern in more detail the provision of investment and ancillary services principles, actions and responsible conduct across the Group and acts as an 'umbrella' over these sub-policies.

The legal and regulatory framework is governed mainly by:

Directive 2014/65/EU on markets in financial instruments
Regulation (EU) No 600/2014 on markets in financial instruments
Directive 2016/1034/EU amending Directive 2014/65/EU on markets in financial instruments
Regulation (EU) No 2016/1033 amending Regulation (EU) No 600/2014 on markets in financial instruments
The Commission Delegated Regulation (EU) 2017/565 supplementing Directive 2014/65/EU as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive
The Commission Delegated Directive (EU) 2017/593 supplementing Directive 2014/65/EU with regard to safeguarding of financial instruments and funds belonging to clients, product governance obligations and the rules applicable to the provision or reception of fees, commissions or any monetary or non-monetary benefits
The Law which provides for the provision of investment services, the exercise of investment activities, the operation of regulated markets and other related matters (Law 87(I)/2017)
CySEC R.A.D 44/2019, regarding the certification of persons and certification registers as amended from time to time.

2. SECTORS AFFECTED

The Policy applies to the BoD, all employees, external service providers, Tied Agents processes, systems and to all Group's subsidiaries that fall under the scope of the MiFID regime.

All Group entities must, as a minimum, meet the requirements set out in this Policy. In any country where the requirements of applicable law(s), directives, regulations, or practices establish higher standards, Group entities must meet those standards. In the case where current local laws conflict with this Policy, the respective Local Compliance Unit must liaise with GCD, to resolve this issue.

Specifically, this Policy applies to the following Group entities that are directly or indirectly involved in the provision of investment and ancillary services:

- Global Corporate Banking & Markets Division Premier Banking Department Retail Division)
- Treasury Division
- Other Group entities that are directly or indirectly involved in the provision of investment and ancillary services e.g. Wealth Management Back Office Department, Treasury Back Office, Middle Office Department (Operations & Cost Management Division).

This list may be adjusted accordingly from time to time to reflect Group restructuring.

If management decide to deviate from any aspect of the Policy, it must formally request an exemption that must be approved by GCD.

3. POLICY-GENERAL PRINCIPLES

3.1 MiFID sub-policies

A summary of the Group MiFID sub-policies(1-14) and policies derived/impacted from the MiFID framework (15-20) is set out in the table below, alongside with the relevant owner who has the responsibility to review the respective policy on an annual basis or earlier, if required, and to ensure that the relevant policy has been approved by the relevant management authority.

Non- compliance issues will be assessed accordingly, and relevant measures/process should be in place to consider also the impact on the capital adequacy and liquidity of the Bank.

	Policy	Policy Basic Principles	Owner
1	Group MiFID Order Execution Policy	The Group shall obtain the best possible result for its clients' orders. Therefore, the Group must take all necessary steps for the prompt, fair and expeditious execution of clients' orders and for adherence to its disclosure obligations.	GCBMD
2	Group MiFID Client Categorisation Policy	Each new client who applies to receive investment and ancillary services from the Group must be categorised in accordance with his/her knowledge, experience and skills prior to the execution of any investment transaction on his/her behalf. To this end, the Group must ensure that clients enjoy protection relevant to their categorisation.	GCBMD
3	Group MiFID Appropriateness & Suitability Policy	Investment services and/or financial instruments must be appropriate and/or suitable for clients. To this end, the Group shall perform specific tests to assess the clients' knowledge and experience, investment objectives and financial situation before the provision of any investment service/financial instrument to them. Also, the Group must ensure that employees understand the nature, features and risks of investment services and financial instruments selected for their clients and can adequately assess whether such investment services or financial instruments meet their client's profile.	GCBMD



4	Group MiFID Costs and Charges Policy	The information on all costs and associated charges related to investment or ancillary services shall be disclosed to clients or potential clients both at the point of sale (ex-ante) and post-sale (ex-post) in such a way as to facilitate the clients' informed decision.	GCBMD
5	Group MiFID Inducements Policy	Provision or reception of fees, commissions, monetary or non-monetary benefits to/by a third party, in addition to the normal fees and commissions paid by the client, are accepted only if certain conditions are met. Thus, in case it is not clear whether the provision/reception of a payment is in line with the inducements' rules, such payment should not be made/ received.	GCBMD
6	Group MiFID Product Governance Policy	Financial instruments should be designed to meet the needs of an identified target market of end clients and clients should be provided with all appropriate information. Therefore, the Group shall ensure that the relevant staff involved in the manufacturing, offering or recommending of financial instruments, possess the necessary expertise to understand the characteristics and the risks of the financial instruments manufactured or intended to be offered or recommended as well as the needs, characteristics and objectives of the identified target market and all appropriate information on the financial instrument is available to clients. The management body shall have effective control over the Group's product governance process.	GCBMD
7	Group MiFID Record Keeping and Electronic Communication Policy	Complete records must be maintained relating to transactions concluded or intended to result in transactions even if not concluded, inclusive of telephone conversations and electronic communications under certain circumstances. The Group needs to have consistent mechanisms to satisfy all record keeping requirements.	GCBMD
8	Group MiFID Policy on Safeguarding of Clients' Assets	When holding financial instruments belonging to clients, adequate arrangements shall be made to safeguard the ownership rights of clients, especially in the event of any Group entity's insolvency.	GCBMD
9	Group MiFID Policy on Research	The Group is not allowed to accept research for free without performing an assessment of the inducement in accordance with the inducement rules and the Group MiFID Inducements Policy	GCBMD
10	Group Policy on the Appointment and Monitoring of Tied Agents	<p>The Group remains fully and unconditionally responsible for any action or omission on the part of the Tied Agent when the agent is acting on its behalf.</p> <p>Therefore, the Group must monitor the activities, including the personal transactions, of its Tied Agents to ensure that it continues to comply with the Law.</p>	GCBMD (CISCO)

11	Group MiFID Obligations on Personal Transactions Policy	It is prohibited for Relevant Persons who are involved in activities that may give rise to a conflict of interest, or who have access to inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014 or to other confidential information relating to clients or transactions with or for clients by virtue of an activity carried out by them on behalf of the firm, to enter into certain types of personal transactions or engage in certain activities	CD
12	Group MiFID Conflicts of Interest Policy	Effective administrative and organisational arrangements shall exist for the identification, prevention and management of conflicts of interest when providing investment and ancillary services. Therefore, a complete conflicts of interest registry shall exist and any activity that may violate this Policy shall be reported. The Group shall clearly disclose to the client (tailor made disclosure) a conflict of interest only as a measure of last resort and only where the organisational and administrative arrangements are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented.	CD
13	Group MiFID Policy on the Freedom of Establishment and Provision of Investment Services in EEA and Third Countries	The Group shall offer certain products or services to clients or potential clients that are residents in another EEA State or Third Countries only if it has relevant authorisation from Competent Authorities or passport arrangements.	CD
14	Group MiFID Transaction Reporting Policy	Complete and accurate details of executed interbank as well as clients' transactions in financial instruments shall be reported to Competent Authorities as quickly as possible and no later than the close of the following working day, irrespective of whether or not such transactions are carried out on a trading venue.	GCBMD
15	CISCO Governance Policy	The Management Body shall define, supervise and be responsible for the implementation of governance arrangements that ensure the efficient and prudent management of CISCO and shall commit sufficient time and possess adequate collective knowledge, skills and experience to understand the firm's activities, including the main risks.	GCBMD (CISCO)
16	Group Outsourcing Policy	The outsourcing arrangements shall not diminish the Group's ability to fulfil its obligations towards its clients and therefore should not affect the rights of its clients against the Group.	Finance Division (Sourcing Procurement & Vendor Management)

17	Group Remuneration Policy	The Group shall ensure 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.	Human Resources Division
18	Group Customers Complaints Management Policy	It is important that the Group instils a culture where all complaints should be investigated thoroughly, consistently, fairly, promptly and independently. Therefore, procedures and controls should be in place to ensure compliance with regulatory requirements, including the publishing of the details of the process to be followed when handling a complaint.	CD
19	Group Corporate Governance Policy	The Group BoD has the overall responsibility for adequate corporate governance across the Group and shall ensure that there is effective and prudent management across the Group.	CD
20	New Products-Services Policy	Every Group entity must have a new product/services approval procedure that outlines the key considerations that need to be considered before deciding to launch, market or distribute new products or services or making significant changes /modifications to existing ones.	Risk Management Division

3.2 Employees providing investment services and/or ancillary services and Tied Agents

It is required that all employees providing investment and/or ancillary services, including those providing information to clients and the Tied Agents with whom a Group entity maintains an agreement for the provision of investment services(e.g. CISCO), are certified in accordance with the applicable legislation (success in basic or advanced exams and registration in the relevant public register), adequately trained and have the necessary experience, knowledge and skills of MiFID matters in order to effectively perform their assigned duties and responsibilities in accordance with the provisions of the Policy and good MiFID practices.

Management must ensure that human resource processes exist to ensure the continuing professional development of employees and that all employees involved in the provision of investment services are competent to deal with MiFID issues and are registered in the relevant public register. Group entities with Tied Agents must ensure on an annual basis that the Tied Agents have renewed their registration in the relevant public register as required by regulatory framework.

3.3 Employees offering the services of compliance function for investment services

Subject to the provisions of the Law and the provisions of UCITS, AIF and AIFM laws, a person may act as Regulatory Compliance Officer and may provide the services of the regulatory compliance function for investment services in a Group entity regulated by CySEC, provided he/she has succeeded in the advanced examination and is registered in the public register of CySEC.



4. ROLES AND RESPONSIBILITIES

The key roles and responsibilities for the implementation of the Policy are defined in Attachment 1 of the Policy.

5. SUPPORTING POLICIES, PROCEDURES AND TOOLS

There should be written, well documented and detailed procedures for the implementation of the MiFID regulatory framework which, alongside with this Policy, related sub-policies and other policies at Group level that are affected by MiFID framework, such as the Group Customers Complaints Management Policy, should be effectively communicated to all relevant staff. Systems and processes should be adjusted accordingly, and staff should be adequately trained to support effective MiFID implementation and monitoring processes.

6. DEFINITIONS

The definitions as per Article 2 of the Law are applied for the purpose of the Policy and key definitions are also prescribed in Attachment 2 of the Policy.

Attachment 1 - KEY ROLES AND RESPONSIBILITIES

Board of Directors	<p>The BoD is responsible for overseeing the Group's compliance with the Policy.</p>
Group Compliance Division	<p>The responsibilities of GCD are as follows:</p> <ul style="list-style-type: none"> • Reviews all policies and documentation under the auspices of this Policy, • Monitors and assesses (as second line of defence) adherence to the Policy, • Monitors and implements new regulatory developments in relation to MiFID and ensure timely changes in internal processes and procedures if required, • Reviews and updates annually and whenever there are significant changes in the structure or activities of the Group, or when circumstances deem appropriate all MiFID policies for which has ownership, • Coordinates the procedure of personal transactions of Relevant Persons and keeps, reviews and assesses the MiFID relevant persons list at Group Level, • Offers training, guidance, support and advice to staff to ensure compliance with the Policy, • Facilitates the implementation of MiFID regulatory developments. • Approves deviations from any aspect of this Policy and MiFID sub policies.
Global Corporate Banking & Markets Division	<p>GCBMD is the owner of the MiFID regulatory framework and has the responsibility to:</p> <ul style="list-style-type: none"> • Coordinate and monitor the MiFID regulatory framework implementation, • Provide updates to the Regulatory Compliance Matrix (RCM) containing the regulatory frameworks of its area of ownership, • Monitor the implementation of relevant procedures, and impose remedial actions when deemed necessary, • Ensure timely changes in internal processes and procedures, • Report compliance with MiFID framework, • Review annually and whenever there is a significant change in the structure or activities of the Group, or when circumstances deem appropriate the MiFID sub policies and related procedures for which it has the ownership to ensure conformity with MiFID in cooperation with the LCO, • Implement new regulatory developments in relation to the provision of investment and ancillary services.



<p>Line Directors</p>	<p>Line Directors have the ultimate responsibility and accountability for adherence to this Policy within their Divisions. Specifically, Line Directors are responsible to monitor the implementation of relevant procedures, receive regular reporting and impose remedial actions when deemed necessary. Line Directors should facilitate, monitor and report compliance with MiFID framework.</p>
<p>LCOs</p>	<p>LCOs as the first line of defence have the responsibility to assess the implementation of MiFID framework by the respective Lines through:</p> <ul style="list-style-type: none"> • Reviewing adherence to timelines, • Reviewing adherence to the plans submitted by the Lines to GCD, • Reporting accordingly on compliance and providing remedial recommendations, • Facilitating relevant trainings, • Offering support to the staff of the respective Lines for the implementation of the relevant procedures, • Maintaining, reviewing and assessing the MiFID Relevant Persons List at Local Level and provide the List to CD upon request.
<p>Relevant Persons</p>	<p>Relevant Persons are responsible:</p> <ul style="list-style-type: none"> • For systematic compliance with their obligations under the Law, which are: <ul style="list-style-type: none"> i. Not to enter into transactions prohibited under MAR, ii. Not to enter into transactions involving the misuse or improper disclosure of confidential information either relating to clients or clients' transactions or investment research, iii. Not to enter into transactions which are in conflict or are likely to be in conflict with Group' obligations under the Law, iv. Not to advise or recommend, other than in the proper course of their employment or contract for services, any other person to enter into a transaction in financial instruments which, if it was their personal transaction, would be prohibited, v. Not to disclose, other than in the normal course of their employment or contract for services, any information or opinion to any other person if they know, or reasonably ought to know, that as a result of that disclosure the other person will or would be likely to take either of the following steps: <ul style="list-style-type: none"> (a) To enter into a transaction in financial instruments which, if it was their personal transaction, would be prohibited, (b) To advise or procure another person to enter into such a transaction. • To sign and return all the documents required by the Group and



	<p>provide the Group with the information required for the proper implementation of the Group MiFID Obligations on Personal Transactions Policy and its related procedure.</p> <ul style="list-style-type: none"> • To immediately notify the Group of their personal transactions either those are effected by themselves or on behalf of them by their Related Persons, to enable the Group to meet its obligations under the Law. <p>It is emphasized that the responsibility for compliance with the rules for personal transactions of Relevant Persons remains with the Relevant Persons.</p>
Legal Services	Legal Services department is responsible for providing general advice to the Group on relevant legislation.
Group Internal Audit Division	Group Internal Audit Division, as third line of defence, during its assessment of the Group's risk and audit universe, shall take into account any MiFID related obligations, towards the development of its annual audit plan.
Premier Banking & Strategy	<p>Premier Banking & Strategy has the responsibility to:</p> <ul style="list-style-type: none"> • Implement new regulatory developments and procedures in relation to the provision of investment and ancillary services, • Report compliance with MiFID framework.
Human Resources Division	<p>The Human Resources Division is responsible:</p> <ul style="list-style-type: none"> • To train and educate all members of staff on relevant procedures, • To ensure that all members of the Group providing investment services are certified, registered in the public register and complete the required hours of professional training annually and inform Competent Authorities accordingly, • To provide support for the updating of the Lists of Relevant Persons as and when required.
Owners of MiFID sub- policies	The owner of each sub-policy described in section 3.1 of this Policy is responsible to revise at least annually the corresponding policy or earlier if required and submit the policy to the relevant management authority for approval.

Attachment 2 - KEY DEFINITIONS

For the purposes of this Policy and MiFID sub policies (as per section 3 of this Policy), the following definitions apply:

1. **Investment services and activities:** Any of the services and activities listed below (as per Part 1 of the First Appendix of the Law relating to any of the instruments listed in Part III of the First Appendix of the Law):
 - (a) Reception and transmission of orders in relation to one or more financial instruments;
 - (b) Execution of orders on behalf of clients;
 - (c) Dealing on own account;
 - (d) Portfolio management;
 - (e) Investment advice;
 - (f) Underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis;
 - (g) Placing of financial instruments without a firm commitment basis;
 - (h) Operation of an MTF;
 - (i) Operation of an OTF
2. **Ancillary services:** Any of the services listed below (as per Part 1 of the First Appendix of the Law):
 - (a) Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management and excluding maintaining securities accounts at the top tier level;
 - (b) Granting credits or loans to an investor to allow him to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction;
 - (c) Advice to undertakings on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings;
 - (d) Foreign exchange services where these are connected to the provision of investment services;
 - (e) Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments;
 - (f) Services related to underwriting.
 - (g) Investment services and activities as well as ancillary services of the type included under Part 1, Section I or II of the First Appendix of the Law related to the underlying of the derivatives included under points (5), (6), (7) and (10) of Part III of the First Appendix of the Law where these are connected to the provision of investment or ancillary services.
3. **Investment advice:** The provision of personal recommendations to a client, either upon its request or at the initiative of the Group, in respect of one or more transactions relating to financial instruments.
4. **Execution of orders on behalf of clients:** Acting to conclude agreements to buy or sell one or more financial instruments on behalf of clients and includes the conclusion of agreements to sell financial instruments issued by an investment firm or a credit institution at the moment of their issuance.
5. **Dealing on own account:** Trading against proprietary capital resulting in the conclusion of transactions in one or more financial instruments.

6. **Portfolio management:** Managing portfolios in accordance with mandates given by clients on a discretionary client-by-client basis where such portfolios include one or more financial instruments.
7. **Client:** Any natural or legal person to whom the Group provides investment or ancillary services.
8. **Professional client:** Means a client meeting the criteria laid down in the Second Appendix of the Law.

Professional client is a client who possesses the experience, knowledge and expertise to make its own investment decisions and properly assess the risks that it incurs. In order to be considered as a professional client, the client must comply with the following criteria:

The following shall be regarded as professional clients in relation to all investment services and activities and financial instruments for the purposes of the Law.

- (a) Entities which are required to be authorised or regulated to operate in the financial markets. The list below shall be understood as including all authorised entities carrying out the characteristic activities of the entities mentioned: entities authorised by a Member State under a Directive, entities authorised or regulated by a Member State without reference to a Directive, and entities authorised or regulated by a third country:
 - (a) Credit institutions;
 - (b) Investment firms;
 - (c) Other authorised or regulated financial institutions;
 - (d) Insurance companies;
 - (e) Collective investment schemes and management companies of such schemes;
 - (f) Pension funds and management companies of such funds;
 - (g) Commodity and commodity derivatives dealers;
 - (h) Locals;
 - (i) Other institutional investors
 - (b) Large undertakings meeting two of the following size requirements on a company basis:
 - (a) Balance sheet total: EUR 20 000 000
 - (b) Net turnover: EUR 40 000 000
 - (c) Own funds: EUR 2 000 000
 - (c) National and regional governments, including public bodies that manage public debt at national or regional level, Central Banks, international and supranational institutions such as the World Bank, the IMF, the ECB, the EIB and other similar international organisations.
 - (d) Other institutional investors whose main activity is to invest in financial instruments, including entities dedicated to the securitisation of assets or other financing transactions.
9. **Retail client:** A client who is not a professional client.
 10. **Limit order:** An order to buy or sell a financial instrument at its specified price limit or better and for a specified size.
 11. **Financial instruments:** Those instruments listed below (as specified in Part III of the First Appendix of the Law):
 - (a) Transferable securities;
 - (b) Money-market instruments;
 - (c) Units in collective investment undertakings;
 - (d) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash;

- (e) Options, futures, swaps, forwards and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event;
- (f) Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market, a MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled;
- (g) Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point 6 of this Section and not being for commercial purposes, which have the characteristics of other derivative financial instruments;
- (h) Derivative instruments for the transfer of credit risk;
- (i) Financial contracts for differences;
- (j) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Section, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market, OTF, or an MTF;
- (k) Emission allowances consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme).

It is important to note that a structured deposit is not included in the list of financial instruments specified in Section III of the First Appendix of the Law but certain provisions of the Law apply to an investment firm or credit institution that sells or advises on structured deposits e.g. rules governing personal transactions of Relevant Persons as those defined in the Group MiFID Obligations on Personal Transactions Policy.

- 12. **Money-market instruments:** Classes of instruments which are normally dealt in on the money market, such as treasury bills, certificates of deposit and commercial papers and excluding instruments of payment.
- 13. **Regulated market:** A multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in financial instruments – in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with Title III of the Directive.
- 14. **Trading venue:** A regulated market, an MTF or an OTF.
- 15. **Tied agent:** A natural or legal person who, under the full and unconditional responsibility of only one Group entity on whose behalf it acts, promotes investment and/or ancillary services to clients or prospective clients, receives and transmits instructions or orders from the client in respect of investment services or financial instruments, places financial instruments or provides advice to clients or prospective clients in respect of those financial instruments or services.
- 16. **Branch:** A place of business other than the head office which is a part of a Group entity, which has no legal personality and which provides investment services and/or activities and which may also perform ancillary services for which the Group entity has been authorised;

- all the places of business set up in the same Member State by the Group entity with headquarters in another Member State shall be regarded as a single branch.
17. **Structured deposit:** A deposit as defined in the Law on Deposit Guarantee and Resolution of Credit and Other Institutions Scheme , which is fully repayable at maturity on terms under which interest or a premium will be paid or is at risk, according to a formula involving factors such as: an index or combination of indices, excluding variable rate deposits whose return is directly linked to an interest rate index such as Euribor or Libor; a financial instrument or combination of financial instruments; a commodity or combination of commodities or other physical or non-physical non-fungible assets; or a foreign exchange rate or combination of foreign exchange rates.
 18. **Transferable securities:** Classes of securities which are negotiable on the capital market, with the exception of instruments of payment, such as:(a)shares in companies and other securities equivalent to shares in companies, partnerships or other entities, and depositary receipts in respect of shares,(b) bonds or other forms of securitised debt, including depositary receipts in respect of such securities,(c) any other securities giving the right to acquire or sell any such transferable securities or giving rise to a cash settlement determined by reference to transferable securities, currencies, interest rates or yields, commodities or other indices or measures.
 19. **Derivatives:** means those financial instruments defined in point (c) of the abovementioned definition of transferable securities and referred to in points (4) to (10) of Part III of the First Appendix of the Law.
 20. **Third-country firm:** A firm providing investment services or performing investment activities or an investment firm whose head office or registered office is located in a third country.
 21. **Durable medium:** Any instrument which enables a client to store information addressed personally to that client in a way accessible for future reference and for a period of time adequate for the purposes of the information; and allows the unchanged reproduction of the information stored
 22. **Conflict of interest:** A conflict of interest is a conflict that may arise, in course of a Group entity providing an investment or related ancillary service or a combination thereof, including that caused by the receipt of inducements from third parties or by the Group's own remuneration and other incentive structures, between the Group entity including its managers, employees and Tied Agents, or any person directly or indirectly linked to the Group entity by Control (e.g. its shareholders, business partners, subsidiaries etc.) and its clients(existing, potential or past clients) or between one client and another. Indicative examples of conflicts of interest in relation to investment services exist in Group MiFID Conflicts of Interest Policy.
 23. **Subsidiary:** Means a subsidiary undertaking within the meaning of Articles 2(10) and 22 of Directive 2013/34/EU, including any subsidiary of a subsidiary undertaking of an ultimate parent undertaking.
 24. **Organised Trading Facility or OTF:** Means a multilateral system which is not a regulated market or an MTF and in which multiple third-party buying and selling interests in bonds, structured finance products, emission allowances or derivatives are able to interact in the system in a way that results in a contract in accordance with Title II of the Directive 2014/65/EU.
 25. **Personal transaction:** Means a trade in financial instrument as specified in Part III of the First Appendix of the Law or a structured deposit effected by or on behalf of a Relevant Person, where at least one of the following criteria are met:

- (a) The Relevant Person is acting outside the scope of the activities he carries out in that capacity,
- (b) The trade is carried out for the account of any of the following persons:
 - (i) The Relevant Person,
 - (ii) Any person with whom he has a family relationship, or with whom he has close links or
 - (iii) A person in respect of whom the Relevant Person has a direct or indirect material interest in the outcome of the trade, other than obtaining a fee or commission for the execution of the trade.

26. **Relevant Person:** Means any of the following persons:

- (a) A member of the BoD, partner or equivalent, manager or tied agent of the Group;
- (b) A member of the BoD, partner or equivalent or manager of any tied agent of the Group;
- (c) An employee of the Group or of a tied agent of the Group, as well as any other natural person whose services are placed at the disposal and under the control of the Group or a tied agent of the Group, who is involved in the provision by the Group of investment services or/and the performance of investment activities.
- (d) A natural person who is directly involved in the provision of services to the Group or to its tied agent under an outsourcing arrangement for the purpose of the provision by the Group of investment services or/and the performance of investment activities.

For the purpose of this definition employees who are indirectly involved in the provision of investments services or/and the performance of investment activities shall be considered as Relevant Persons, where their involvement in such activities may give rise to a conflict of interest, or have access to inside information within the meaning of Market Abuse Regulation(596/2014/EU) or other confidential information relating to clients or transactions with or for clients by virtue of an activity carried out by them on behalf of the Group (normally deal with that kind of information during their day to day operations).

27. **Persons Related to Relevant Persons:** For the purpose of this Policy, the following are considered as Persons Related to Relevant Persons:

i. Persons with whom a Relevant Person has a family relationship

- (a) The spouse of the Relevant Person or any partner of that person considered by national law as equivalent to a spouse;
- (b) A dependent child or stepchild of the Relevant Person;
- (c) Any other relative of the Relevant Person, who has shared the same household as that person for at least one year on the date of the personal transaction concerned,

ii. Persons with close links

Means situations in which two or more natural or legal persons are linked by:

- (a) Participation which means the ownership, direct or by way of control, of at least 20% of the voting rights or capital of an undertaking;
- (b) Control which means the relationship between a parent undertaking and a subsidiary, or a similar relationship between any natural or legal person and an undertaking, Any subsidiary of a subsidiary undertaking is also considered a subsidiary of the parent undertaking which is at the head of those undertakings;
- (c) A situation in which two or more natural or legal persons are permanently linked to one and the same person by a control relationship shall be regarded as constituting a close link between such persons,

- iii. **Person whose relationship with the Relevant Person is such that the Relevant Person has a direct or indirect material interest in the outcome of the trade, other than a fee or commission for the execution of the trade.**

28. **Inside information:** For the purpose of this Policy inside information shall comprise the information within the meaning of Article 7(1) of the Market Abuse Regulation(596/2014/EU) and means any information of a precise nature which has not been made public relating directly or indirectly to one or more issuers of financial instruments, or one or more financial instruments including commodity derivatives and related spot commodity contracts and emission allowances or auctioned products based there on , and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the prices of the related derivative financial instruments, according to the judgment of the CySEC .Please note that this information includes any information that a reasonable investor may take into account when making his / her investment decisions. Regarding the persons who are charged with the execution of orders concerning financial instruments, inside information is considered as the information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature , relating directly or indirectly to one or more issuers of financial instruments or one or more financial instruments, and which, if published, would be likely to have a significant effect on the prices of those financial instruments or the prices of the associated derivatives.

Indicative examples of inside information:

- (a) Changes in the business activities of the issuer or a company related to the issuer or a company which is being integrated,
- (b) Conclusion or termination of co-operations or business alliances both in local and foreign markets,
- (c) Public offer according to the relevant provisions,
- (d) Participation in a merger, acquisition or split-up, substantial acquisition or sale of shares,
- (e) Changes in the composition of the Board of Directors, changes of general managers, auditors, chief financial officer,
- (f) Distribution and payment of dividends, issues of new financial instruments, as well as distribution, subscription, conversion and waive of such instruments,
- (g) Operations or activities of reorganization which is likely to affect the financial situation and the financial results,
- (h) Shares buyback programmes,
- (i) Legal or judicial differences,
- (j) Recall of lenders' decision to grant credit to the issuer or refusal regarding such credits,
- (k) Insolvency of the issuer's debtors,
- (l) Changes in the information included in the most recent prospectus of the issuer, or the annual statement of the company, including also the commitments to use the funds raised,
- (m) Changes regarding the properties and the stock and capital structure of the issuer, especially his/her liabilities, regarding an issuer preparing consolidated financial statements,
- (n) Any change which materially affects the structure or the consolidated financial statements of the Group,
- (o) Important changes concerning the expected results.

29. **Competent Authority:** The public authority, designated by each Member State in accordance with Article 67 of MiFID.
30. **Authorisation:** Means an instrument issue in any form by the authorities by which the right to carry out the business is granted.
31. **Confidential information:** Any information or document that a natural or legal person wishes not to make public without the consent of that person and (1) relates to the business, transactions or other affairs of that natural or legal person (2) is not public information and (3) is not in the form of a summary of collated information whereby information cannot be identified relating to a particular person, and the disclosure of which is likely to affect adversely the interests of that person or the interests of a third party or the proper monitoring of the activities of the Group. For example transaction reports should be considered as confidential whether they include transactions that can be identified relating to a client.
32. **Outsourcing:** Means an arrangement of any form between an investment firm and a service provider whereby that service provider performs a process, a service or an activity which would otherwise be undertaken by the investment firm itself (Commission Delegated Regulation 2017/565).
33. **Persons linked by control:** Means the relationship between a parent undertaking and a subsidiary, in all the cases referred to in Article 22, paragraph 1 and 2, of Directive 2013/34/EU, or a similar relationship between any natural or legal person and an undertaking. Any subsidiary of a subsidiary undertaking also considered a subsidiary of the parent undertaking which is at the head of those undertakings.

Indicative examples of persons linked by control:

- (a) Have a majority of the shareholders or members voting rights in a subsidiary,
 - (b) Have the right to appoint or remove a majority of the members of the administrative, management or supervisory body of a subsidiary and is at the same time a shareholder in or member of that subsidiary,
 - (c) Have the right to exercise a dominant influence over a subsidiary of which it is a shareholder or member, pursuant to a contract entered into with that subsidiary or to a provision in its memorandum or articles of association, where the law governing that subsidiary permits its being subject to such contracts or provisions.
 - (d) Are shareholders in or member of a subsidiary, and (i) a majority of the members of the administrative, management or supervisory bodies of that subsidiary who have held office during the financial year, during the preceding financial year and up to the time when the consolidated financial statements are drawn up, have been appointed solely as a result of the exercise of its voting rights; or (ii) control alone, pursuant to an agreement with other shareholders in or members of that subsidiary, a majority of shareholders' or members' voting rights in that subsidiary.
 - (e) Have the power to exercise, or actually exercises, dominant influence or control over another subsidiary.
 - (f) Have beneficial ownership of the share capital of a company or of the share capital of its holding company which carries ten per cent or more of the voting power at any general meeting of the above company or of its holding company, or
 - (g) Have the ability to determine in any manner the election of the majority of the directors of the said company or of its holding company.
34. **Cross Border:** Means providing services without the establishment of a Branch, without applying for Authorisation and without the Group entity being imposed any additional requirements by the Member States i.e. providing services to persons in one jurisdiction

- from a place of business in another jurisdiction without any establishment in the client's jurisdiction.
35. **European Economic Area:** Means Member States of the European Union or other States which are contracting parties to the Agreement on the European Economic Area (the 'EEA Agreement').
 36. **EEA Agreement:** Means the agreement signed at Porto on 2nd of May 1992 and adapted by the Protocol signed in Brussels on 17th of May 1993 as it may be amended from time to time. (<http://ec.europa.eu/world/agreements/prepareCreateTreatiesWorkspace/treatiesGeneralData.do?step=0&redirect=true&treatyId=544>).
 37. **Host Country:** Means the country other than the Home Member State in which a Group entity has been granted Authorisation to establish a Branch or a representative office or in which it provides products and/or services.
 38. **Member State:** Means a Member State of the European Union or another State which is a contracting party to the Agreement on the European Economic Area (the 'EEA Agreement') signed at Porto on 2nd of May 1992 and adapted by the Protocol signed in Brussels on 17th of May 1993 as it may be amended from time to time.
 39. **Eligible counterparties:** For the purposes of this Policy means the Cyprus investment firms, other investment firms, credit institutions, insurance companies, UCITS and UCITS management companies, pension funds and their management companies, other financial institutions authorised by a Member State or regulated under the laws of Cyprus or under European Union law, national governments and their corresponding offices, including public bodies that deal with public debt at national level, central banks, the Central Bank and supranational organisations.
 40. **Home Member State:** Means the Member State in which the registered office of an institution is situated or where no such registered office exists, the Member State in which the head office of an institution is situated.
 41. **Professional clients on request:** Means clients who may treat as professionals on request and within the meaning of Part II of the Second Appendix of the Law.
 42. **Third country:** A country outside the EEA i.e. a country that is not a Member State.
 43. **Non-Complex Products:**
A financial instrument is considered as non-complex if it satisfies the following criteria:
 - (a) It is not a derivative or other security giving the right to acquire or sell a transferable security or giving rise to a cash settlement determined by reference to transferable securities, currencies, interest rates or yields, commodities or other indices or measures;
 - (b) There are frequent opportunities to dispose of, redeem, or otherwise realise the instrument at prices that are publicly available to the market participants and that are either market prices or prices made available, or validated, by valuation systems independent of the issuer;
 - (c) It does not involve any actual or potential liability for the client that exceeds the cost of acquiring the instrument;
 - (d) Adequately comprehensive information on its characteristics is publicly available and is likely to be readily understood so as to enable the average retail client to make an informed judgment as to whether to enter into a transaction in that instrument.
 - (e) It does not incorporate a clause, condition or trigger that could fundamentally alter the nature or risk of the investment or pay out profile such as investments that incorporate a right to convert the instrument into a different investment;

- (f) It does not include explicit or implicit exit charges that have the effect of making the investments illiquid even though technically frequent opportunities to dispose of, redeem or otherwise realise it.

Examples of non-complex products:

- (a) Shares admitted to trading on a regulated market or on an equivalent third-country market or on a MTF, where those are shares in companies, and excluding shares in non-UCITS collective investment undertakings and shares that embed a derivative,
 - (b) Bonds or other forms of securitised debt admitted to trading on a regulated market or on an equivalent third country market or on a MTF, excluding those that embed a derivative or incorporate a structure which makes it difficult for the client to understand the risk involved,
 - (c) Money-market instruments, excluding those that embed a derivative or incorporate a structure which makes it difficult for the client to understand the risk involved,
 - (d) Shares or units in UCITS, excluding structured UCITS as referred to in Article 36, paragraph 1, second subsection of Regulation (EU) No 583/2010,
 - (e) Structured deposits, excluding those that incorporate a structure which makes it difficult for the client to understand the risk of return or the cost of exiting the product before term.
44. **Over The Counter (OTC):** Method of trading that does not take place on an organised venue such as a regulated market or an MTF. Pursuant to MiFIR characteristics, OTC trades include transactions which are non-systematic, ad-hoc, irregular and infrequent, are carried out between eligible or professional counterparties, and are part of a business relationship which is itself characterised by dealings above standard market size, and where the deals are carried out outside the systems usually used by the firm concerned for its business as a systematic internaliser.
45. **Multilateral Trading Facility (MTF):** Means a multilateral system, operated by an investment firm or a market operator, which brings together multiple third-party buying and selling interests in financial instruments – in the system and in accordance with non-discretionary rules – in a way that results in a contract.
46. **Systematic internaliser:** Means an investment firm which, on an organised, frequent systematic and substantial basis, deals on own account when executing client orders outside a regulated market, an MTF or an OTF without operating a multilateral system.
47. **Key Function Holders:** As per the Business of Credit Institutions Law key function holders means the staff members who due to their position, may exercise significant influence over the management of a credit institution, but who are not members of the management body and includes the heads of significant business lines, support and internal control functions, subsidiaries in third countries and branches of third country institutions.
48. **Inducements:** Any fee or commission a firm pays or is paid or any non-monetary benefit it provides or is provided with in connection with the provision of an investment service or ancillary service to or by any party except the client or a person on behalf of a client.
49. **Complex Products:** Any financial instrument which is not explicitly specified in Article 25(4)(a) of Directive 2014/65/EU shall be considered as complex if it does not satisfy the criteria for non-complex products (referred to key definition no43 in this section).
Products embed a derivative or contain a structure that makes it difficult for a client to understand the risk involved could be considered as complex products.



Examples of complex products:

- (a) Convertible and exchangeable bonds.
- (b) Indexed bonds and turbo certificates.
- (c) Contingent convertible bonds.
- (d) Callable or puttable bonds.
- (e) Credit-linked notes.
- (f) Warrants.
- (g) Asset-backed securities and asset-backed commercial papers, Residential Mortgage Backed Securities (RMBS), Commercial Mortgage Backed Securities (CMBS), Collateralised Debt Obligations (CDOs)
- (h) Structured deposits where a basket of instruments or assets have to outperform a specified benchmark for a return to be paid;
- (i) Structured deposits where the return is determined by the combination of two core indices.
- (j) Structured deposits where the exit fee is not a fixed sum etc