



PORT VILA
Govant Building | PO BOX 1276
VANUATU

Conflict of Interest Policy

1. Introduction

International Capital Markets Brokers Limited (hereinafter called the "Company"), a financial intermediary institution, is regulated by the Vanuatu Financial Services Commission. It is compulsory for the Company to provide its existing and potential clients a summary of its Conflict of Interest Policy (hereinafter the "Policy").

A "conflict of interest" is a situation where the Company or an employee, or other associate of the Company has competing professional or personal interest/benefit, which may prevent services being provided to clients in an independent or impartial manner.

Our Conflict of Interest Policy sets out how:

- The Company will identify circumstances which may give rise to conflicts of interest entailing a material risk or damage to our Clients' interests;
- The Company has established appropriate mechanisms and systems to manage those conflicts;
- The Company maintains systems designed to prevent damage to our Clients' interests through identified conflicts.

2. Scope of the Policy

The conflict of interest policy aims to ensure that the Company's clients are treated fairly and at the highest level of integrity and that their interests are protected at all times. The purpose of the policy is to identify and prevent conflicts of interest, which may arise between:

- The Company and a Client
- A Relevant Person and a Client
- Two or more Clients of the Company in the course of providing services to these Clients
- A Company service provider and a Client

In addition, it aims to prevent conflicts of interest from adversely affecting the interest of its Client.

The policy applies to all its directors, employees, or any persons directly or indirectly linked to the Company (hereinafter called the "relevant persons").

3. Identification of Conflicts of Interest (Types of Conflicts)

For the purposes of identifying the types of conflicts of interest that arise in the course of providing investment and ancillary services or a combination thereof and whose existence may damage the interests of a client, the Company takes into account whether the Company or a relevant person is in any of the following situations, whether as a result of providing investment or ancillary services or investment activities or otherwise:



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- a. The Company or a relevant person is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- b. The Company or a relevant person has an interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;
- c. The Company or a relevant person carries on the same business as the client;
- d. The Company or a relevant person receives or will receive from a person other than the client, an inducement in relation to a service provided to the client, in the form of monies, goods or services, other than the standard commission or fee for that service.

4. Managing of Conflicts of Interest

The company has established the following procedures to avoid any conflicts of interest. The procedures are constantly monitored and reviewed in order for corrective measures to be implemented should loopholes are detected.

4.1 In general, the procedures to be followed and measures to be adopted in order to manage such conflicts to ensure the necessary degree of independence include the following:

- Effective procedures 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.
- 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.
- The removal of any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities.
- Measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out investment or ancillary services or activities.
- Measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest.

4.2 More specifically, some of the procedures already established are as follows:

- Company Employees must comply with all rules regulations and directives of the competent authorities, and the code of ethics of the company.
- Segregation of duties that may give rise to conflicts of interest if carried on by the same individual.
- Gifts and inducements log registering the solicitation, offer or receipt of certain benefits.



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- Company Employees are strictly forbidden to trade for themselves either on ICM Broker's platform or on any other platform either directly or through an intermediary/related party unless they seek prior approval from management and their accounts are clearly marked as employee accounts.
- Company Employees must report to their supervisor any potential conflict of interest related to a proposed transaction.
- Company Employees must report to their supervisor any special relationship they or any related party might have with a proposed transaction that might affect their judgment.
- Company Employees must consider commission rates, and the ability to maintain anonymity, and minimize market impact.
- Company Employees must not trade on material nonpublic information. In the case that an employee holds material non-public information he must report it to the supervisor or the compliance officer and in such case the financial instrument will be placed either in the restricted list or the watch list.
- The compliance officer will be responsible for ensuring the priority of client interests. Because personnel, regulations, business practices, and products constantly change, the role of the compliance officer (particularly the role of keeping the firm up to date on such matters) is that much more important. In this regard, each staff member will annually confirm in writing that they have received training on the policies and agree to abide by its terms.
- The compliance officer documents and acts expeditiously to address any compliance breaches and take appropriate disciplinary action on their own authority, independent of management as warranted. If the compliance officer is unable to resolve any breaches on his own, he should sequentially seek the assistance of senior management or Board of Directors or outside counsel as needed. The compliance officer should report violations and other issues related to the procedures on a regular basis to the Board of Directors or the supervisor.
- Physical separation of departments. Chinese walls restricting the exchange of information within the Company. Information barriers will be in place to prevent communication of material information and other sensitive information so as to control the flow of such information.
- Procedures governing access to electronic data.
- Material information will be confined only to persons who have a need to know that information in order to carry out their responsibilities.
- Establishment of the "four-eyes principle" in supervising the Company's activities.

5. Disclosure of Conflicts of Interest

If during the course of a business relationship with a Client or group of Clients, the Company arrangements/measures in place are not sufficient to avoid or manage a conflict of interest relating to that Client or group of Clients, the Company will disclose the conflict of interest before undertaking further business with the Client or group of Clients.

Where we identify that an actual or potential conflict of interest exists we will notify you in writing of that fact to enable you to make an informed decision about whether or not you wish to proceed.



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6. Recording Conflicts of Interest

International Capital Markets Brokers Limited will keep and maintain a record of circumstances in which a conflict of interest may arise, or has arisen, as a result of the activities carried out by the Company.

7. Staff Understanding

All our employees are made aware of this policy to highlight and emphasize the importance of identifying and managing conflicts of interest.

8. Declining to Act

ICM Brokers may decline to act for a Client in cases where the Company believes a conflict of interest cannot be managed in any other way.

9. Amendment of the Policy and Additional Information

This Policy is reviewed on a regular basis and at least on an annual basis. The Company reserves the right to review and/or amend its Policies and arrangements whenever it deems this appropriate without notice to the Client.

Should you require any further information and/or have any questions about conflicts of interest, please direct your request and/or questions to our Compliance Department: compliance@ICMBrokers.com

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