Conflicts of Interest (COI) Policy

1. INTRODUCTION

Semantic (hereinafter referred to as the company) is registered under the FSCA.

2. SCOPE OF THE POLICY

The Policy applies to its directors, employees and any persons directly or indirectly linked to the Company (hereinafter called 'related persons') and refer to all interactions with all Customers.

3. SERVICES

"Conflicts of Interest" may, by way of example, occur within the context of:

a. The investment services and or ancillary services, or any combination thereof provided by the Company to its clients and in which possible "Conflicts of Interest" may arise, are the following:
    i. Investment Services
    ii. Ancillary Services
b. Inducements in connection with the investment services and or ancillary services, or any combination thereof provided by the Company to its clients
c. Performance-related remuneration aid to the Company's staff and intermediaries in connection with investment services and or ancillary services, or any combination thereof provided by the Company to its clients
d. Inducements granted to the s staff and intermediaries investment services and or ancillary services, or any combination thereof provided by the Company to it's clients
e. The Company's relationship with issuers of financial instruments
f. The preparation of financial analysis on securities offered for sale to the Company's Clients
g. Access and use of information obtained by the Company or the staff of the Company which is not in the public domain
h. Personal relationships of the Company's staff, or any persons associated with them, or the participation of these persons, in supervisory or advisory bodies.

4. IDENTIFICATIONOF CONFLICTSOF INTEREST

For the purpose of identifying the types of conflict of interest that may arise in the course of providing investment and ancillary services or a combination thereof, and whose existence may damage the interests of a Customer, 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:

a. The Company or a relevant person receives or will receive from a person other than the Customer, an inducement in relation to a service provided to the Customer, in the form of monies, goods or services, other than the standard commission or fee for that service.
b. The Company or a relevant person has a financial or other incentive to favor the interest of another Customer or group of Customers over and above the interests of the Customer.

c. The Company or a relevant person is likely to make a financial gain, or avoid a financial loss, at the expense of the Customer.
d. The Company or a relevant person participates in the same business as the Customer.
e. The Company or a relevant person has an interest in the outcome of a service provided to the Customer or of a transaction carried out on behalf of the Customer, which is different and distinct from the Customer's interest in that outcome.

5. PROCEDURES AND CONTROLS TO MANAGE CONFLICTSOF INTEREST

In general, the procedures and controls that the Company follows to manage conflicts of interest include the following measures:

1. Effective procedures to prevent or control the exchange of information between relevant persons engaged in activities involving the risk of a conflict of interest where the exchange of that information may harm the interests of one or more Customers.
2. The separate supervision of relevant persons whose principal functions involve carrying out activities on behalf of or providing services to, Customers whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company.
3. The appointment of a Compliance Department to monitor and report on the above to the Company's Board of Directors.
4. 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.
5. Segregation of those duties that may give rise to conflicts of interest if carried out by the same individual.
6. 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.
7. A policy designed to limit the conflict of interest arising from the giving and receiving of inducements.
8. Procedures governing access to electronic data.
9. A 'need to know' policy governing the dissemination of confidential or inside information within the Company.
10. The appointment of an Internal Auditor to ensure that appropriate systems and controls are maintained and reports are made to the Company's Board of Directors.
11. Chinese walls restricting the flow of confidential and inside information within the Company, and physical separation of departments.
12. A gifts and inducements log registering the solicitation, offer or receipt of certain benefits. The prohibition of any external business interests of the Company's officers and employees conflicting with the Company interests, unless the Board of Directors approval is given.
13. Personal account dealing requirements applicable to relevant persons in relation to their own investments.

14. The establishment of the four-eye principle in supervising the Company's activities.
15. The Company also undertakes the ongoing monitoring of business activities to ensure that internal controls are appropriate.

6. EXAMPLE CONFLICTS OF INTEREST

Potential 'Conflicts of Interest' that may arise in providing the service Execution of Client Orders in relation to one or more financial instruments

Where the Company is providing the service of receiving and transmitting Client Orders in relation to one or more financial instruments, 'Conflicts of interest' could arise in cases in which Orders are received at the same time from different Clients for the purchase or sale of certain financial instruments, such as equity securities, with no counterpart existing in the market for the different Orders.

The Company may be paid inducements by fund companies and issuing houses as remuneration for the sale of their financial instruments. This may include portfolio volume dependent trailer fees paid by fund companies out of the respective management fees collected from investors and the sales commissions paid by issuers of securities in the form of placement commissions, reductions on issue prices (discount/rebate) and trailer fees. In order to avoid any 'Conflicts of Interest', in those instances where the Company is paid inducements by fund companies and issuing houses as a remuneration for the sale of their financial instruments, the Company has decided not to retain inducements paid in favor of the Company, but to pass such payments through to its Clients.

Furthermore, in some instances, the Company may receive non-monetary inducements from other service providers in connection with its investment business, e.g. financial analyses or other data, training and sometimes technical services and equipment for access to third-party information and dissemination systems. These inducements are not directly related to services provided to Clients and the Company uses them to provide the high-quality services that Clients expect. They allow on-going improvements to the Company's Services.

With respect to the transactions conducted via its online trading platform(s), the Company charges commissions according to the conditions as agreed with its Clients.

Potential "Conflict of Interests" that may arise in providing the investment service of Dealing on Own Account or combinations thereof:

Potential scenarios for 'Conflict of Interests' that may arise when providing the service of Dealing on Own Account may include the influencing of issue conditions for the benefit of own account dealing including the dissemination of biased investment advice due to self-interest in commission income and/or mispricing of issues of financial instruments to favor the proprietary / own account book.

In addition, a 'Conflict of Interest may arise through unjustified use or dissemination of confidential information in relation to Client' orders.

The employees of the Company are prohibited from misusing "inside" or non-public "proprietary" information as such terms are defined above. The following provisions should therefore be adhered to:

- No relevant person may purchase or sell a security or cause the purchase or sale of a security for any account while in possession of “inside” information relating to that security;
- No relevant person may recommend or solicit the purchase or sale of any security while in possession of “inside” information relating to that security;
- No relevant person may disclose “inside” information to others, except disclosures made in accordance with the Company's policies and procedures to other Company personnel or persons outside the Company who have a valid business reason for receiving such information;
- No relevant person may purchase or sell or cause the purchase or sale of a security for an employee or employee-related account or a proprietary account of the Company or an account over which an employee exercises investment discretion, while in possession of “proprietary” information concerning a contemplated block transaction in the security or for a client account when such client has been provided such information by any associated person.

Chinese walls in a Company refer to the distinct segregation between different units or activities or departments. This is done to block the exchange of information and to preserve the use of confidential information. The ultimate objective of Chinese walls is thus to eliminate the misuse of inside information or non-public proprietary information.

Potential ‘Conflicts of Interest’ that may arise in providing portfolio management / investment advice

Where the Company is providing the service of discretionary, individual management of investment portfolios, Clients delegate asset management to one of the Company’s a portfolio managers and with it the decision to buy or sell individual financial instruments. The Company, through its portfolio managers, decides whether to buy or sell assets on the basis of investment guidelines agreed with the Client, but it does not obtain Client approval each time.

In these instances, ‘Conflicts of Interest’ could arise in the following instances:

a. in the event of the purchase or sale of financial instruments on behalf of Clients in illiquid or non-transparent markets; in some instances, this could result in a large profit for the Company or for another Client.
b. the fee received by the Company’s employees providing portfolio or asset management services may be based on the performance of the Client's portfolio they are managing; in this instance, there may be an implicit incentive related to the increase in performance, which could lead to situations where managers, at the time of providing the service, do not take into account the risks inherent in their investment decisions, leading to action that is contrary to the interests of a Client or group of Clients;
c. the Company is the discretionary portfolio manager for more than one Client – in particular in respect of issues related to allocation.

As such arrangements may exacerbate existing ‘Conflicts of Interest’, the Company, in order to counter the associated risks, has introduced appropriate procedures as in particular by an investment selection process based on each individual Client profile. Furthermore all inducements received within the scope of a portfolio management related Client relationship are passed through to the Company’s Clients.

Performance-related pay is another area where there is a potential ‘Conflict of Interest’ where the Company is providing the service of discretionary, individual management of investment portfolios. Here, it is impossible to exclude the possibility that a portfolio manager may take disproportionate risks in order to maximise his/her performance-related pay.

Measures to reduce this risk include the internal monitoring of investment decisions by staff and combining performance-related pay and fixed remuneration, as set forth in the Company's 'Remuneration Policy'.

Potential 'Conflicts of Interest' that may arise in providing the service of investment research and financial analysis or other forms

Where the Company is providing the service of investment research and financial analysis, 'Conflicts of Interest' could arise in the following instances:

a. a unit of the Company may be carrying out research or assessments of instruments while operating together with a unit of the Company providing other investment services, such as discretionary portfolio management.
b. the Company may produce research material, which is to be used to support the Company's sales and trading activities, but which may at the same time be distributed to the Company's Clients and to the Company's associates or some other person connected to the Company.

Whenever the Company prepares or distributes financial analyses, it provides Clients with information on potential and relevant 'Conflicts of Interest'.

Other 'Conflicts of Interest' that may arise

Finally, managers, employees, brokers or persons directly or indirectly associated with the Company by a control relationship, may be subject to potential 'Conflicts of Interest' by virtue of their family, economic or professional links, or for any other reason related to a procedure, service or transaction, in instances in which:

a. they may obtain a financial gain or avoid a financial loss, at the expense of a Client;
b. they have an interest in the outcome of the service provided to a Client or the transaction performed on their behalf, other than the interest of the Client.

The Company itself may have a 'Conflict of Interest' in instances where it purchases a financial instrument for a client and then sells it immediately to one of its other Clients or vice-versa.

7. DISCLOSURE

When the Company becomes aware of a situation where a conflict arises, the Company will disclose it to the Customer prior to undertaking investment business with that particular Customer, or if the Company does not believe that disclosure is appropriate to manage the conflict, the Company may opt not to proceed with the transaction or matter giving rise to the conflict.

The Company reserves the right to review and/or amend its Policy and arrangements whenever deemed appropriate.

Should a client or prospective client have a question about conflicts of interest he may direct his questions to the Compliance Department.

8. MONITOR AND REVIEW

The Company will, on a regular basis, monitor and assess the effectiveness of this Policy in order to deliver the best possible service for the Client, and, where appropriate, the Company reserves the right to correct any deficiencies in this Policy and make improvements to it. In addition, the Company will review the Policy at least annually.

A review will also be carried out whenever a material change occurs that affects the ability of the Company to continue to provide the best possible investment services to clients.

9. CLIENT CONSENT

The Company is required, when establishing a business relationship with the Customer, to obtain his/her prior consent to this Policy.