



## **CONFLICT OF INTEREST POLICY**

### **Introduction**

HANABI LIMITED ("the Company"), a Seychelles-registered entity under the Seychelles Financial Services Authority (FSA), is committed to maintaining the highest standards of integrity, transparency, and ethical conduct. This Conflict-of-Interest Policy outlines the framework for identifying, managing, and mitigating conflicts of interest within the Company's operations as a liquidity provider.

The Company endeavours to ensure its workers carry out their duties ethically, responsibly and without improper influences, and thereby protect the integrity of the business. Accordingly, the Company treats conflicts of interest seriously.

The Conflict of Policy (hereafter "the Policy") is a policy designed to help directors, officers, and employees of the Company to identify situations that present potential conflicts of interest and to provide a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and the procedures prescribed herein and those in applicable law, the applicable law shall prevail.

Under applicable law, the Company is required to have arrangements in place to manage conflicts of interest between the Company and its clients and between other clients and take all reasonable efforts and steps to avoid conflicts of interest and when they cannot be avoided the Company shall ensure that clients are treated fairly and at the highest level of integrity and that their interests are protected at all times.

In accordance with any published FSA Rules and this Policy, the Company is committed to act honestly, fairly and professionally and in the best interests of its clients and to comply, in particular, with the principles set out in applicable legislation when providing dealing and brokerage services and/ or other securities related to such dealing and brokerage services. Further, the Company has in place arrangements to identify and manage conflicts of interest that arise between the Company and its Clients and between the Company's different clients.



## **Purpose and Scope**

Conflict of interest can be defined as a situation where the Company or an employee, or other associate of the Company, and/ or companies of, (including the managers, employees, or any person directly or indirectly linked to them by control) and their clients or, between one client and another that has competing professional or personal interest, which may prevent services being provided to clients in an independent or impartial manner. The Company is committed to identifying, monitoring and managing all actual and potential conflicts of interest that can and/or may arise between us and our clients and any person directly or indirectly associated with the Company.

The Policy applies to all its directors, employees, and any persons directly or indirectly linked to the Company (hereinafter referred to as the "Relevant Persons") and refers to all interactions with all clients. The Policy is addressed to all company's clients irrespective of client classification/ categorization.

As such, this policy refers to all interactions with all clients and applies to any of the following Relevant Persons:

- a director, partner or equivalent, manager, or tied agent of the Company;
- a director, partner or equivalent, or manager of any tied agent (or where applicable, appointed representative) of the Company;
- an employee of the Company or of a tied agent (or where applicable, appointed representative) of the Company;
- any other natural person whose services are placed at the disposal and under the control of the Company or a tied agent (or where applicable, appointed representative) of the Company and who is involved in the provision by the Company of regulated activities; and
- a natural person who is involved in the provision of services to the Company or its tied agent (or where applicable, appointed representative) under an outsourcing arrangement for the purpose of the provision by the Company of dealing and brokerage services and activities.

The Company and/or other persons connected with the Company may have an interest, relationship or arrangement that is material in relation to any transaction and or service offered affected under the Company's rules and regulations. Such interests, relationships or arrangements may not necessarily be separately disclosed to our Clients at or prior to the time of the services offered. However, the Company, at a minimum, shall:



- identify with reference to the securities being dealt with by the Company the circumstances which constitute or may give rise to a conflict of interest and entail a material risk of damage to the interests of one or more Clients;
- specify procedures to be followed and measures to be adopted in order to manage such conflicts;
- ensure that the procedures and measures taken are designed to ensure that relevant persons engaged in different business activities involving a conflict of interest carry on those activities at a level of independence appropriate to the size and activities of the Company and to the materiality of the risk of damage to the interests of Clients; and
- where, however the Company does not consider that the arrangements under this Policy are sufficient to manage a particular conflict, the Client shall be informed of the nature of the conflict so that he/ she can proceed accordingly and make an informed decision.

The affected parties if conflict of interest arises can be the Company, its employees or its clients. More specifically, a conflict of interest may arise, between the following parties:

- I. the Client and the Company;
- II. two or more Clients of the Company;
- III. the Company and its Relevant Persons;
- IV. one or more Client(s) of the Company and an Relevant Person of the Company; and
- V. Company's department purpose.

### **Purpose**

The purpose of this Policy is to set out the Company's approach to identifying and managing conflicts of interest which may arise during the course of its business activities. The Policy applies to all Relevant Persons and refers to all interactions with all clients.

This document sets out the Company's Conflicts of Interest Policy in a format suitable for distribution to clients and created in order to be appropriate and in relation to the size and organizational structure of the Company as well as the nature, scale and type of business it undertakes and provides.



The process entails the following factors:

- I. identification of conflicts of interest situations;
- II. management of conflicts of interest situations;
- III. disclosure of conflict of interest in cases where such situations identified cannot be mitigated/ resolved; and
- IV. retain updated records of identified conflict of interest situations.

### **Identification of Conflicts of Interest**

While It is not feasible to define precisely or create an exhaustive list of all relevant conflicts of interest situations that may arise taking note of the current nature, scale and complexity of the Company's business.

When the Company offers securities to the client, the Company, an associate or some other person connected with the Company, may have an interest, relationship or arrangement that is material in relation to the transaction concerned or that conflicts with the client's interest. As such, identifying the types of conflicts of interest that arise in the course of providing brokerage, investment services (i.e. reception and transmission of orders in relation to one or more financial instruments, execution of orders in relation to one or more financial instruments, dealing on own account and portfolio management) or ancillary services (i.e. foreign exchange services where these are connected to the provision of investment services, investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments, and safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management), or combinations thereof and whose existence may damage the interests of a client, the Company takes into account, by way of minimum criteria, the question of whether the Company or a relevant person, or a person directly or indirectly linked by control to the Company, is in any of the following situations, whether as a result of providing brokerage, investment or ancillary services, or combinations thereof:

- the Company or a relevant person is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- 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;



- the Company or a relevant person has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;
- the Company or a relevant person carries on the same business as the client; and
- 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.

In general, the Company adheres to a policy that the creation of conflicts of interest between itself and its clients, between itself and its employees and between its customers must, as far as possible, be prevented. This is applied through a combination of control measures that play a role in various aspects of our business operations, such as:

- the 'four eyes' principle check: (at least) 2 people are involved in all major decisions;
- separation of duties: tasks that, when combined, could result in a conflict of interest for an employee are divided up and allocated to different employees;
- clear written instructions to our employees, through which conflicts of interest are, insofar as is possible, prevented. These instructions range from a code of conduct, which prescribes the general rules of conduct, through to operational procedures in the various processes where conflicts of interest could arise (underwriting, claims management, accounting);
- education and training: Compliance Officer provides internal training courses to our staff involving the proper application of the rules of conduct;
- disclosure/reporting mechanism of potential or perceived conflict to the Compliance Officer;
- compliance: the Compliance Officer is involved in the introduction of new rules of conduct that will, insofar as is possible, prevent conflicts of interest from arising, among other things.

The Company examines and investigates any perceived conflict of interest circumstances on a case-by-case basis and undertakes additional due diligence measures in order to have solid evidence that the case in question constitutes indeed a conflict of interest.

### **Identifying and Managing Conflicts of Interests**

The Company maintains and operates effective organizational and administrative procedures to identify and manage conflicts of interest promptly and fairly, between itself and its clients, between itself and its employees and between its customers.



The Company must have in place arrangements to ensure that:

- there is a clear distinction between the different departments' operations;
- no single person will gather conflicting information, thus counterfeiting or hiding information from investors is minimized;
- the Company's employees are prohibited from investing in securities for which they have access to non-public or confidential information;
- the simultaneous or sequential involvement of a relevant person in separate securities or activities where such involvement may impair the proper management of conflicts of interest is prevented or controlled;
- there is 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;
- there is no 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;
- the security features of the Company's software prevent unauthorized access to sensitive information in order to benefit the Company over its clients or one client over another;
- Relevant Persons are prohibited to purchase or sell a security or cause the purchase or sale of a security for any account while in possession of inside relating to that security;
- Relevant Persons are prohibited to recommend or solicit the purchase or sale of any security while in possession of inside information relating to that security;
- Relevant Persons are prohibited to 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 customer account when such customer has been provided such information by any Relevant Person;



- transactions by the company's employees are neither performed nor executed by themselves, but by another member of staff of the company;
- employees sign a confidentiality agreement. No associated 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;
- there are effective procedures in place to prevent or control the exchange of information (flow 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;

establishment of mechanism for the Compliance Officer to monitor and report sources that may entail conflict of interest to the Board of Directors of the Company;

- establishment of the four-eyes principle in supervising the Company's activities; q) Any person will be prevented from exercising inappropriate influence over the way in which a Relevant Person carries out securities or activities;
- relevant information is recorded promptly in a secure environment to enable identification and management of conflicts of interests;
- adequate records are maintained of the services and activities of the Company where a conflict of interest has been identified;
- where necessary, Relevant Persons are subject to personal account transaction rules;
- in certain jurisdictions appropriate disclosure may be made to the client in a clear, fair and not misleading manner to enable the client to make an informed decision;
- there is a periodic review of the adequacy of the Company's systems and controls.

To ensure the effective management of conflicts of interest, the Board of Director in collaboration with the Compliance Officer and the Heads of Relevant Departments shall have overall responsibility to ensure the identification and management of any conflicts of interest.

The Company also maintains a compliance department that is an independent unit within the Company whereby the Compliance Officer undertakes ongoing monitoring of business activities to ensure that internal controls are appropriate.



The Compliance Officer shall also update the relevant internal policies and ensure compliance with any relevant laws, regulations, guidance or international best practice.

### **Procedures and Controls to Managing Conflicts of Interests**

Generally, the Company has taken the following measures into consideration to help in the management of identified conflicts of interest:

- setting 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;
- 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;
- setting measures to prevent or limit any person from exercising inappropriate influence over the way in which a Relevant Person carries out Securities or activities; and
- setting measures to prevent or control the simultaneous or sequential involvement of a Relevant Person in separate securities or activities where such involvement may impair the proper management of conflicts of interest. Such measures include the following:
  - a) a 'need to know' policy governing the dissemination of confidential or inside information within the Company.
  - b) chinese walls restricting the flow of confidential and inside information within the Company.
  - c) communication of information and data between the various business units of the Company, whether the company's employees have access to data in the possession of business units to which such access is not permitted so that to prevent the flow of confidential information in a way that which adversely affect the interest of the Clients.
  - d) procedures governing access and disclosure of information and data.





- e) segregation of duties that may give rise to conflicts of interest if carried on by the same individual.
- f) a gifts and inducements log registering the solicitation, offer or receipt of certain benefits.
- g) the prohibition of external business interests that may be conflicting with the Company's interests for employees, unless the written Board of Directors approval is provided.
- h) establishment of the four-eye principle in supervising the company's activities.
- i) the Company shall undertake ongoing monitoring of business activities to ensure that internal controls are appropriate.
- j) Relevant Persons are required to immediately notify the Company in case they perceive that a conflict of interest may be created due to the undertaking of a specific task/ work.
- k) all Clients are to be treated fairly;
- l) all employees are bound by professional secrecy and confidential information is only being shared if this is deemed necessary for performing a job function.
- m) all employees are at all times bound to act loyally to the Company and be in full compliance with its procedures.
- n) the Company takes all necessary steps to employ persons with the highest educational, ethical and professional courtesy standards.

### **Express Client's Consent**

By entering into a Client Agreement with the Company for the provision of dealing/brokerage, investment or ancillary services, or combinations thereof, the client is consenting and accepting the application of this Policy as this may be amended and/or updated from time to time. Furthermore, the client consents to and authorizes the Company to deal with the client in any manner which the Company considers appropriate, notwithstanding any conflict of interest and/or the existence of any material interest in the dealing and brokerage services and/or activities provided, without prior reference to the client. In the event that the Company is unable to deal with a conflict-of-interest situation it shall revert to the client.



## **Assessment, Resolution and Recording**

The Compliance Officer in collaboration with the Heads of Relevant Departments are responsible for assessing, managing and mitigating all conflicts of interest situations. In doing so considering the following:

- whether the situation represents an actual or potential conflict of interest for either the Client or the Company;
- whether the situation identified is a perceived conflict for either the Client or the Company and the risk that it may become an actual conflict;
- how the conflict of interest can be appropriately managed and/or mitigated and the degree of materiality of the conflict of interest; and
- whether the conflict of interest identified requires immediate notification to Senior Management for further assessment, giving information on the seriousness of the risk and direction on the level of reporting/ action required.

The Company shall take all the necessary actions to resolve conflicts of interest identified, including, but not limited to, the management and mitigation of the conflict(s) identified:

- to prevent the conflict of interest arising in the future;
- to ensure the interests of the client, or the Company or its employee are not permitted to disadvantage or lead to a loss for the client's and/or the Company's interests; and
- communicate and notify the conflict of interest to the client(s) in writing so that the Client(s) may decide upon a satisfactory course of action and make an informed decision about whether or not he/ she wishes to proceed prior to engaging to a business relationship with the Company (new client) and/or proceed with further services provided by the Company (existing Client).

The Company maintains a register of all circumstances in which a conflict of interest has been identified and/ or arisen, containing the measures taken to mitigate or manage the conflict of interest identified and/or arisen, a description of the circumstances which constituted or may have constituted a conflict of interest, names of the persons involved, the name of the person responsible for the mitigation of the conflict, a description of the steps taken in order to mitigate the conflict - including client disclosures and subsequent resolutions.



The Conflicts of Interest Register shall be updated any time a conflict of interest has been identified and/or arisen or may have arisen and is kept for the duration of the business relationship with the client and for a minimum of seven (7) years after the conclusion of such business relationship.

### **Disclosure of Conflicts of Interest**

In case where, the organisational and administrative arrangements established by the Company to prevent or manage a conflict are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the clients will be prevented, the Company shall clearly proceed with the disclosure of such conflict.

Prior to carry out a transaction or provide an investment or an ancillary service to a client, the Company should disclose any actual or potential conflict of interest to the client provided that the measures taken by the Company are not sufficient to ensure that the risks of damage to the interests of the client will be avoided.

The above disclosure shall include sufficient detail, taking into account the nature of the client, source of conflicts of interest, the risks to the client to enable him to take an informed decision with respect to the investment or ancillary service in the context of which the conflict of interest arises. The Company reserves the right not to proceed with the transaction or matter giving rise to the conflict if such disclosure is not sufficient to manage a conflict.

The Management and employees of the Company should disclose the following information to the Compliance Officer:

- opening and closing personal accounts at any other broker for own investments purposes;
- all personal transaction performed. Notification should be provided within 24 hours;
- securities held by the employee;
- transactions executed by the Company in which the employee may have an interest or a conflict.

### **Review of this Policy**

The Company may amend this policy from time to time to meet international standards and best practices. Policies shall be reviewed, amended annually to take account of changes to operations or practices and, further, to make sure it remains appropriate to any changes in law, technology and the general business environment (and/or as and when it is deemed



necessary by the FSA and the Compliance Officer and further approved by the Board of Directors). The client consents and agrees that the latest versions of any of the Documentation and/or Policies published on the Company's official website shall prevail as this has been communication via a durable medium.

The Customer consents and agrees that the latest versions of any of the Documentation and/or Policies published on the Company's official website shall prevail as this has been communication via a durable medium. Additional information and/or clarifications in relation to this policy is available upon explicit written request. Questions may be directed to our Back Office/Customer Support Department via the Company's official contact details available in the Company's website.

**November 2025- Version 1.1**