

traderlab

CONFLICTS OF INTEREST POLICY



1. Introduction

Camaroz Group LTD (**hereafter “the Company”**) is a company incorporated under the laws of Saint Vincent and the Grenadines that owns and operates the brand “**TraderXlab**” and the domain www.TraderXlab.com.

The Company maintains and operates effective organizational and administrative arrangements with a view to taking all reasonable steps designed to prevent conflicts of interest from adversely affecting the interests of its Clients.

The Senior Management is responsible for ensuring that the Company’s systems, controls and procedures are adequate to identify and manage conflicts of interest. It is also responsible to ensure that all the arrangements are made, under this Policy, to operate effectively.

2. Objectives

This 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. In addition, it aims to identify conflicts of interests between:

- (a) The Company and a Client;
- (b) A Relevant Person and a Client;
- (c) A Company of the Group and a Client;
- (d) Two or more Clients of the Company in the course of providing services to them.

3. Application

The Policy applies to any persons directly or indirectly linked to the Company (hereinafter called “**Relevant Persons**”) and refers to all interactions, transactions and services with all Clients.

“Relevant Persons” means any of the following persons:



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

4. Conflicts of Interest Policy

Our Conflicts of Interest Policy sets out how:

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

5. Identifications of Conflicts of Interests

The Company takes adequate steps to properly identify Conflicts of Interest. For the purposes of identifying the types of conflicts of interest that may arise in the course of providing investment and/or ancillary services or a combination thereof and whose existence may damage the interests of a Client, the Company takes into account the question of whether the Company or a Relevant Person, is in any of the following situations, whether as a result of providing investment and/or ancillary services or otherwise:



- (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 has a financial or other incentive to favor the interests of one Client over another;
- (d) The Company or a Relevant Person carries the same business as the Client;
- (e) The Company or a Relevant Person receives 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.

6. Potential Sources of Conflicts of Interest

Taking into consideration the services the Company offers, potential Conflicts of Interest circumstances may include, but are not limited to:

- Reception and transmission of orders
- Dealing on own account
- Execution of orders

Taking into consideration the services the Company offers, potential Conflict of Interest circumstances may include, but are not limited to the following:

- The Company or a company of the Company's group may engage in business and trading activities for its own account and/or Client accounts whilst other Clients are active in relevant markets at the same time;



- A transaction is effected in financial instruments in respect of which the Company, or a company of the Company's group, or its director or employee is contemporaneously trading or has traded on its own account or has either a long or short position;
- The Company or a Relevant Person receives substantial gifts or entertainment (including non-monetary inducements) that may influence behavior in a way that conflicts with the interests of the Client of the Company;
- A transaction is effected in financial instruments in respect of which the Company may benefit from a commission, fee, mark-up or mark-down payable otherwise than by a client, and/or Company may also be remunerated by the counterparty to any such transaction;
- A director or employee of the Company is a director of, holds or deals in securities of, or is otherwise interested in any Company whose securities are held or deal in on behalf of a Client;
- A director or employee of the Company is a director of a fund and or any company which is a client of the Company;
- A transaction is effected in financial instruments issued by an affiliated company or the client or customer of an affiliated company;
- The Company may act as agent for a client in relation to transactions in which it is also acting as agent for the account of other customers and/or Group companies;
- The Company acting as agent for the Client, matches an order of the Client with an order of another client for whom it is acting as agent;
- A transaction is effected in securities issued by an affiliated Company or the client or customer of an affiliated Company;



- The Company deals on behalf of the client with, or in the securities of, an affiliated Company;
- A transaction is effected in units or shares of connected investment trusts or unit trusts or open-ended investment companies or of any Company of which the Company or an affiliated Company is the manager, authorized corporate director, operator, banker, adviser, custodian, administrator, trustee or depositary;
- Introducing agents may have other interests than the Company and/or their clients;
- White Label Partners may have other interests than the Company and/or their clients
- Representatives/Introducing agents of the Company may be aware of large client orders to acquire or dispose of a large quantity of a particular financial instrument and either the Company or its representatives/Introducing agents purchase (or sell) the financial instrument beforehand.

7. Identification and Management of Conflicts of Interest

The Company maintains and operates effective organizational and administrative procedures to identify and manage conflicts of interest. Should a Conflict of Interest arise, it must be managed promptly and fairly. The Company has 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;
- 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;
- 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 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;



- 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 information 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;
- Any person will be prevented from exercising inappropriate influence over the way in which a relevant person carries out investment or ancillary services 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;
- The security features of the Company's software prevents unauthorized access to sensitive information in order to benefit the Company over its clients or one client over another;



- 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;
- The Company undertakes on-going monitoring of business activities to ensure that internal controls are appropriate.
- Staff members are obliged, upon commencement of their employment, to read and fully understand this Policy and to register their acknowledgement/ acceptance in an internal register which is going to be filled and managed by the Company's Head of Compliance and/or the General Manager.
- Staff members are required to notify the Company of any direct or indirect interest in financial instruments or issuers or any direct or indirect interests or relationships or linkages that could in any way create conflicts of interest with the Company or its clients.

8. Information Barriers

The Company respects the confidentiality of information it receives about its Clients and operates a "Need to Know" approach and complies with all applicable laws in respect of the handling of that information. Access to confidential information is restricted to those who have a proper requirement for the information consistent with the legitimate interest of a Client of the Company.

The Company has established and operates internal organizational arrangements to avoid conflicts of interest by controlling, managing or restricting as deemed appropriate the flow of confidential information between different areas of business or within a specific division or department. In particular, Chinese Walls are a key tool for conflict of interest prevention avoiding insider dealing and market manipulation risks. Chinese Walls can involve separation of premises, personnel, reporting lines, files and IT-systems and controlled procedures for the movement of personnel and information between the Company and any other part of the Company Group.



The Company maintains permanent information barriers between different departments.

9. Policies and Procedures

The Company has developed and implemented policies and procedures throughout its business to prevent or manage potential conflicts of interests. Our employees receive guidance and training in these policies and procedures, and they are subject to monitoring and review processes.

10. Separate Supervision/Functions

There is a clear distinction between the different departments' operations. Two departments or businesses will be managed by different senior staff members, since if running them under supervision of one person, it may create conflicts of interest. In this way, it is secured that no single person will gather conflicting information, thus counterfeiting or hiding information from investors is minimized. Furthermore, the four-eyes principle in supervising the Company's activities will be established.

11. Pay

Pay and bonuses are linked to the profits of the Company or the business or department where an employee works. Pay and bonuses linked to the performance of another department, with possible conflicting interests, will be avoided at all times.

12. Personal Account Dealing

For the purpose of this Conflicts of Interest Policy, ***Personal Transaction*** means a trade in financial instrument 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/she has a family relationship, or with whom he has close links,



iii. a 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.

Relevant persons are informed on the restrictions on personal transactions and the measures established by the Company in connection with personal transactions and the Notification procedures.

Furthermore, the Company has established, implemented and maintains adequate arrangements aimed at preventing the following activities in the case of any relevant person who is involved in activities that may give rise to a conflict of interest, or who has access to inside information or to other confidential information relating to clients or transactions with or for clients by virtue of an activity carried out by him on behalf of the Company:

- a) Entering into a personal transaction which meets at least one of the following criteria:
 - i. It involves the misuse or improper disclosure of that confidential information;
 - ii. It conflicts or is likely to conflict with an obligation of the Company under the relevant laws.

- b) Advising or procuring, other than in the proper course of his employment or contract for services, any other person to enter into a transaction in financial instruments which, if a personal transaction of the relevant person, would be covered by point (a) above or investment research reports or the misuse of information relating to pending client orders.

- c) Disclosing, other than in the normal course of his employment or contract for services, any information or opinion to any other person if the relevant person knows, or reasonably ought to know, that as a result of that disclosure that other person will or would be likely to take either of the following steps:
 - i. To enter into a transaction in financial instruments which, if a personal transaction of the relevant person, would be covered by point (a) above or investment research reports or the misuse of information relating to pending client orders.
 - ii. To advise or procure another person to enter into such a transaction.



The above arrangements have been designed to ensure that:

- a) Each relevant person is aware of the restrictions on personal transactions, and of the measures established by the Company in connection with personal transactions and disclosure.
- b) The Company is informed promptly of any personal transaction entered into by a relevant person, either by notification of that transaction or by other internal procedures enabling the Company to identify such transactions. In the case of outsourcing arrangements, the Company always ensures that the firm to which the activity is outsourced maintains a record of personal transactions entered into by any relevant person and provides that information to the Company promptly on request.
- c) A record is kept of the personal transaction notified to the Company or identified by it, including any authorization or prohibition in connection with such a transaction.

13. Employees' activities outside the Company

Our employees are subject to rules designed to avoid conflicts of interest with activities they undertake outside our Company.

14. Gifts

Our employees are forbidden to accept any gifts, promotions, discounts or any other monetary or benefit in kind from Clients or third parties, other than those considered normal in their line of business. Excessive gifts from Clients may result in a conflict of interest, something the Company is committed to avoiding.

15. Reporting Conflicts of Interest

In the case that a staff member identifies a possible conflict of interest, then he/she must refer it initially to his/her immediate supervisor to assist in the assessment of a material risk of damage and send a completed Conflict of



Interest Notification Form to the Head of the Compliance Department together with full details to allow regulatory scrutiny, of:

- Corrective and preventive actions;
- How these actions were considered appropriate;
- Any conditions imposed; and
- Whether there are still ongoing conflicts, how these are being managed and advised to the client;

Subsequently, the Head of the Compliance Department and/or the General Manager will investigate the recorded incident to determine whether any conflicts of interest does exist or has the potential to arise and subsequently record his/her findings, together with any corrective actions taken.

16. Investment Research Department

The Company's employees or business associates or affiliates or Relevant Person who are involved in the preparation of investment research material must not:

- (a) Act as an inducement;
- (b) Promise issuers favorable coverage;
- (c) Review research material, other than for the purpose of verifying its compliance with legal obligations;

17. Record Keeping

The Company keeps and regularly updates a record of the kinds of investment and/or ancillary service/activity carried out by or on behalf of the Company in which a conflict of interest entailing a material risk of damage to the interests of one or more clients has arisen, or, in the case of an ongoing service or activity, may arise.

- The following documentation shall be maintained for a minimum period of five years:
- This policy and any functional variations (if applicable)
- The Conflicts Log and the Conflicts Identification and Management Map;
- Rules, procedures and processes;



- Training material and training records;
- Conflicts of Interest Notification Forms;
- Details of any review work carried out (including any decisions made on conflicts management); and
- Any other documentation used to demonstrate the management of conflicts of interest.

11. Delegation and Accountability

The Company's Chief Executive Officer (CEO) is responsible for clearly allocating responsibility and delegating authority to accountable individuals to ensure that those involved are aware of their involvement and that the Conflicts Officer has a sufficient level of authority and independence in order to carry out their responsibilities effectively.

The Company's Senior Management is required to:

- Fully engage in the implementation of policies, procedures and arrangements for the identification, management and ongoing monitoring of conflicts of interest;
- Adopt a holistic view to ensure the identification of potential and emerging conflicts within and across business lines and to ensure that informed judgements are made with respect to materiality;
- Raise awareness and ensure compliance of relevant individuals by ensuring: regular training (including to contractors and third party service providers' staff) both at induction and in the form of refresher training; the clear communication of policies, procedures and expectations; that awareness of conflicts procedures forms part of the performance review/appraisal process, and that the best practice is shared throughout the Company;
- Sponsor robust systems and controls and effective regular reviews to ensure that strategies and controls used to manage and mitigate risks remain appropriate and effective and that appropriate warnings and disclosures are issued to clients where necessary;
- Utilize management information to remain sufficiently up-to-date and informed;
- Support an independent review of the process and procedures in place.



The Company's Conflicts Officer is the Head of Compliance who is responsible for the day to day management of the implementation of this policy. In particular, (s)he, or his/her delegate, is responsible for:

- establishing the policy in relation to conflicts of interest;
- providing training oversight and aid;
- monitoring compliance with arrangements;
- the oversight of conflicts management;
- establishment of the four-eyes principle in supervising the Company's activities;
- maintaining records in relation to conflicts of interest;
- reviewing and challenging the Conflicts Identification and Management Map; and providing appropriate internal reporting to the Board of Directors.

Conflicts Deadlock:

Where line management cannot resolve a conflict to the satisfaction of all parties, the Compliance Head will, as the Approved Person with responsibility for Compliance and Risk, have the final say.

18. Client's Consent

By entering into a Client Agreement with the Company for the provision of Investment Services, the Client is consenting to the application of this Policy on him/her. Further, 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 or the existence of any material interest in a Transaction, without prior reference to the Client.

19. Disclosure of Information

Where the Company's organizational and/or administrative arrangements are not sufficient to ensure, with reasonable confidence, that risks of damage to client interests will be prevented, the Company will either decline to act or, where confidentiality considerations permit, will disclose the general nature and/or sources of conflicts of interest to the client or potential client before undertaking business on its behalf, in order to enable that client to take an informed decision with respect to the investment and/or ancillary service in the context of which the conflict of interest arises. Clients will be given the



options to decide whether or not to continue their business relationship with the Company without any unreasonable obstacles.

20. Declining to Act

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

21. Amendment/Review of the Policy

The Company reserves the right to review and/or amend this Policy and arrangements at least annually and/or whenever there is a material change in the law or in the Company's internal procedures/arrangements or whenever the Company deems this appropriate or necessary according to the terms of the Client Agreement between the Company and the Client. The Company will duly notify its clients of such changes via email and/or posting an updated version of this Policy on its website. In this respect, the clients hereby agree to accept posting of a revised Privacy Policy electronically on website as the actual notice of the Company to its clients as well as to provide consent via an e-mail. Any dispute over the Company's Privacy Policy is subject to this notice and the Client Agreement. The Company encourages its clients to periodically review this Policy so that they are always aware of what information the Company collects, how it uses it and to whom it may disclose it, in accordance with the provisions of this Policy.

22. FAQs

Should you require any further information and/or have any questions about this Conflicts of Interest Policy please direct your request and/or questions to compliance@TraderXlab.com