



Conflicts of Interest and Inducements Policy

Most recently revised	Applicable from	Owner	Reviewer
September 14 2022	September 14 2022	The CEO	The CCO

Introduction

A conflict of interest occurs where competing obligations or motivations result in, or are likely to result in, material risk of damage to the interests of a Client or a group of clients. Coeli Frontier Markets AB (“Coeli” or “the Company”) periodically faces actual and potential conflicts of interest. As a regulated investment manager licensed under the Swedish Securities Market Act (2007:528) to provide discretionary portfolio management, the Company is obligated to take all reasonable steps to maintain and operate effective arrangements to identify, manage and prevent relevant conflicts that may entail a material risk for damage to the interest of a client, a client account, a fund managed by Coeli or a fund’s shareholders (hereinafter referred to as “Clients”).

Coeli has therefore adopted the following policies and procedures (“the Policy”) for identifying, reporting, managing and preventing conflicts of interest, including those conflicts that relate to inducements and remunerations. The Policy has been developed bearing in mind in particular the provisions on conflicts of interest management in Articles 33 and 34 of Commission Delegated Regulation (EU)/2017/565 and Chapter 9 Article 9 of the Swedish Securities Market Act. The below section on inducements has been developed bearing in mind relevant provisions set out in Chapter 9 Articles 21 and 22 of the Swedish Securities Market Act, and Chapter 7 of the Swedish Financial Supervisory Authority’s Regulations regarding investment services and activities (FFFS 2018:2).

Scope and Application

For the purposes of this document this Policy applies to those conflicts of interest that may give rise to a material risk of damage to the interests of Clients. Conflicts of interest may arise between:

- Coeli and a Client;
- a Relevant person (as defined below) and a Client;
- two or more Clients of Coeli in the context of the provision of portfolio management services by Coeli to those Client, and
- Related legal and natural persons (as defined below) and Clients.

The Policy applies globally to all types of business activities that Coeli may undertake. It applies to employees, and, to the applicable extent, outsourced staff and board members (all hereinafter “Relevant persons”). In relation to business in the United States and when providing investment services to United States clients, Coeli shall also abide by the provisions regarding conflicts of interest set out in Coeli’s *Regulatory Compliance Manual*.



For the purpose of this Policy, Related legal person means a legal entity in which a Relevant person has a material interest or exercises control. A Related natural person may be a spouse, a minor child under the care of the Relevant person, or other closely Related persons with whom the Relevant person share mutual interests that may conflict with the interests of Clients.

Identifying, preventing and managing conflicts

Senior Management, i.e. the CEO and the deputy CEO, are responsible for ensuring that Coeli conducts its business fairly and with its Clients' best interest in mind. Coeli's CCO is responsible for ensuring that Coeli's measures to prevent and manage conflicts are effective. The CCO shall keep the Board informed on the outcome of compliance checks in relation to conflicts management, as well as on any remedial actions taken.

Coeli must provide MDO the Conflicts of Interest policy, including any further material changes of the document upon amendment. Coeli must immediately escalate any new conflict of interest it identifies relating to the management of portfolios delegated by MDO to Coeli, to the MDO Compliance Officer and to the Conducting Officers of MDO providing all available information on the conflict and a description of the remedial/mitigation plan in place. This requirement may apply to other Clients of Coeli depending on what the investment management agreement between Coeli and the client says.

Coeli's Relevant persons are expected to pay attention to circumstances and situations that may constitute or give rise to conflicts of interest in specific business activities carried out by Coeli. Relevant persons shall immediately communicate and report actual and potential conflicts of interest, or changed circumstances regarding actual and potential conflicts of interest to the CCO. Coeli acknowledges that conflicts of interest may arise at least in the following situations:

- providing discretionary portfolio management services and independently allocating assets to a Client's account;
- providing portfolio management services and placing orders with preferred broker companies;
- trading on a personal account and trading a Client account at the same time and/or trading the same security;
- conducting outside business, and
- accepting, or giving, gifts and benefits, e.g. soft commissions.

Relevant persons shall assess the risk of conflicts of interests in at least the following situations:

- before entering into new portfolio managing agreements or materially amending existing agreements;
- before considering taking up a new outside business activity;
- before making any material changes to the business;
- before deciding to trade on a personal account, and
- before accepting or giving a gift or benefit to a Client.



When seeking to identify conflicts of interest, Coeli will consider all of the factual circumstances and Coeli will take into account, *inter alia*, whether Coeli, a Relevant person or a Related person

- is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;
- 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;
- has a financial or other incentive to favor the interest of a Client or group of Clients over the interests of another Client;
- carries out the same business as the Client; and/or
- 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.

A number of ethical principles have been laid down in Coeli's *Code of Ethics* and *Regulatory Compliance Manual*. These policy documents require Coeli to run its business according to high standards of integrity and fair business, to handle its Clients in a proper manner and to ensure that Relevant persons uphold a high standard of ethical behavior when performing their duties. Should a conflict of interest still arise, it must be managed promptly and fairly. As a minimum standard Coeli has in place arrangements designed to ensure that:

- Supervisory arrangements provide for separate supervision of staff where necessary for the fair management of conflicts of interest;
- there are appropriate controls in place to identify and manage outside business interests of Relevant persons;
- relevant information is recorded promptly in a secure manner to enable identification and management of conflicts of interest;
- appropriate disclosure should be made to Clients in a clear, fair and not misleading manner to enable Clients to make informed decisions;
- adequate records are maintained of the services and activities of Coeli where a conflict of interest has been identified (see further below)
- where necessary, Relevant persons may be asked to step aside from working on a specific transaction or participating in the management of a potential conflict of interest;
- Relevant persons are subject to personal transaction rules; and
- there is a periodic review of the adequacy of the Coeli's activities and internal controls.

Identified Conflicts of Interest

Performance fees



In addition to its standard fixed fee arrangement, Coeli offers its Clients the possibility to enter into performance fee agreements¹¹. Performance fees are usually charged annually if the value of the account outperforms its benchmark index (currently MSCI Frontier Markets Index). The purpose of a performance fee is to align the interests of Coeli's portfolio managers with Clients' interest. Although a performance fee may create incentives to generate positive returns, it can trigger the portfolio managers into excessive risk-taking at the expense of Clients. It can also lead the portfolio managers to favor one account over the other when, for instance, allocating trades to Clients' accounts. Coeli has implemented the following procedures to mitigate these conflicts:

- Pre- and post-trade compliance controls ensure that accounts are managed within the limits defined by applicable law, investment management agreements as well as any internal limits defined by Coeli. The pre-trade compliance control serves to mitigate the risk that the portfolio managers actively breach investment restrictions in order to generate returns that form basis for variable remuneration. The post-trade compliance reviews ensure that any active or passive breaches are picked up and rectified swiftly.
- Variable remuneration is paid only to the extent warranted by the portfolio managers' fulfillment of non-financial criteria relating to overall contribution to Coeli's development and compliance with internal policies, procedures and applicable external regulations.
- Coeli's policy is that all Clients should be treated fairly and that, to the extent possible, all Clients should receive equitable treatment over time. No Clients will receive more favorable treatment or be disadvantaged over other Clients due to their fee arrangements with Coeli. Please refer to the below section on *Aggregation and allocation of trades* for further information.

Performance fee is calculated and accrued with a frequency agreed with each Client. The fee is usually paid out at the end of each year. The performance fee is payable only if the account's performance exceeds the benchmark index (the relevant index is defined in the investment management agreement). A performance fee could therefore be paid even if the value of the account has decreased. If during a given period, an account has a performance which is lower than the performance of the benchmark index (i.e. a relative underperformance), such underperformance will be considered in the following periods as long as the performance of the account has not recovered from the underperformance and exceed the relevant benchmark index. Clients are hereby informed that this information does not entail a full disclosure of performance fee conditions. Clients are encouraged to refer to their investment management agreement or Fund prospectuses for details on their actual fee arrangements with Coeli.

Valuation of assets under management



Valuation of securities could present a potential conflict of interest. Coeli may have the incentive and ability to inflate the valuation of financial instrument in clients' accounts in order to generate profits and incorrect performance. Coeli will not, however, be involved in the valuation of Client assets. Valuation of assets in accounts under management by Coeli will be the responsibility of each Client.

Remunerations

Variable remuneration, or the prospects of being granted variable remuneration, may constitute a conflict of interest that can lead to excessive risk-taking by employees at the expense of Clients. High variable remuneration, based on quantitative criteria only, can increase an employee's focus on short-term gains rather than the Client's best interest. Coeli has therefore adopted and implemented a *Remuneration Policy* which regulates Coeli's remuneration, variable as well as fixed, and ensures that remuneration is not designed to conflict with Coeli's obligation to act in the best interest of its clients. The following measures have been implemented to manage conflicts of interest in relation to remuneration:

- All variable remunerations paid to identified staff (as defined in Coeli's Remuneration Policy) exceeding SEK 100 000 are subject to deferrals over periods that can range from three to five years;
- The variable components must not exceed 100% of the fixed components;
- The variable components may be decreased to 0 should the financial situation of the Company require so, or if risks taken by portfolio managers materialize into harmful consequences for Coeli or Clients;
- In addition to performance, variable remuneration is also based on pre-determined, qualitative criteria, and
- Variable remuneration must not be paid out unless Coeli, under the oversight of an internal control function, has performed a risk adjustment of the remuneration in question, in order to detect adverse effects of any excessive or unsound risk-taking by the employee.

Personal Securities Transactions

A potential conflict of interest could arise when an Employee of Coeli trades in the same securities on their personal accounts as those purchased and sold for the accounts of Clients. In order to mitigate this potential conflict of interest, Employees have to seek pre-approval for every personal transaction in certain securities¹² (as defined in Coeli's *Personal Securities Transaction Policy*) or their own or, if applicable, a Related person's behalf. The pre-approval procedure serves to ensure that personal trading does not occur in securities in circumstances where such dealings should be restricted, e.g. if there is a potential conflict of interest. Personal trades may under no circumstances be aggregated with Clients' trades.

Disqualification of directors and outside business activities

Coeli acknowledges that Coeli Employees and owners of Coeli are entitled to take on other board assignments or have a significant influence in another company, provided they are not competitors of



Coeli. Such board assignments could nonetheless be conflicting with Coeli's interests. The potential conflicts of interest that this situation may give rise to, are managed in either of the following ways:

- Employees and other Relevant persons are prohibited from handling matters on behalf of Coeli in which the Employee or a Related person of the employee has a material interest that conflicts
 - with Coeli's interests.

- Prior to every board meeting, the CCO scrutinizes the agenda to identify conflicts of interest associated with any decision points. In the event that the CCO identifies a conflict, he/she will issue a recommendation that the director in question disqualify him-/herself. Should the Board then not be in quorum, the matter may be referred to Coeli's General Assembly as far as this is permissible with respect to principles of Swedish corporate law.

- Employees are not allowed to take on outside business assignments (voluntary or paid) for his/her own account or on behalf of a third party without pre-approval from Coeli's CCO. No outside business activity which potentially conflicts with the employee's duties and loyalty to Coeli and its Clients will be approved.

Outsourcing arrangements

Coeli has outsourced all of its support and internal control functions to its sister companies Coeli Shared Services AB and Coeli Asset Management AB. When outsourcing critical functions internally within the Coeli group, potential conflicts of interest may arise in relation to the persons that carry out tasks within Coeli's responsibility as a purchaser or evaluator, especially in questions that directly or indirectly concern the outsourcing at hand. This may be the case if a member of Coeli's Board of Directors, which is the body responsible for approving outsourcing of critical functions such as internal controls, is also a member of management or the Board of an outsourcing partner, i.e., a vendor, within Coeli group. He or she shall therefore not be allowed to participate in any decision-making pertaining to Coeli's outsourcing arrangements, if the arrangement in question concerns a vendor the interests of which he or she represents.

Aggregation and allocation of trades

A potential conflict of interest could arise when Coeli aggregates and allocates trades among Clients, as Coeli could have an incentive to favor accounts with more profitable fee structures. In order to mitigate this potential conflict of interest, Coeli will aggregate orders for accounts purchasing or selling the same security at the same time. Generally, each eligible client that participates in an aggregated trade will participate at the average price for all Coeli client transactions in that security on a given business day and transaction costs will be generally shared *pro rata* based on each client's participation in the transactions. Aggregation and allocation of trades will only take place if it is unlikely that the aggregation and allocation will be detrimental to any Client participating in the trade.



Cross-trading (trading between accounts managed by Coeli)

Coeli generally does not engage in cross-trading. In the rare event that Coeli makes an exception from this principle, Coeli shall first seek written approval from the clients owning the portfolios involved in the planned trade. Further information on the procedures for cross-trading is available in Coeli's Best Execution Policy.

Inducements to and from third parties

Soft commissions

Soft commissions refer to transaction-based payments made by investment firms to broker-dealers that are not paid in actual money. Soft commissions allow investment firms to cover e.g. research expenses through trading commissions as opposed to direct monetary payments via transaction fees. Conflicts of interest could arise when Coeli indirectly uses Client brokerage commissions to obtain benefits it would otherwise produce internally or purchase. Coeli has adopted the following mitigation procedures:

- All costs for research are borne by Coeli, and
- Coeli will only accept other benefits from broker-dealers if the benefits are reasonable and proportionate and if it is beyond doubt that the benefit will not have a negative effect on the quality of Coeli's services to its Clients or impair Coeli from fulfilling its duty to safeguard Clients' interests. Such benefits include occasional participation in conferences, seminars and other events partly or entirely sponsored by broker-dealers, access to general information material regarding a financial instrument or a financial service provided by broker-dealers, as well as entertainment up to a reasonable value (for more information on Coeli's policies on gifts and benefits, see below).
- Coeli will always seek best execution of Client trades under the circumstances of the particular transaction. (Best Execution is normally measured in terms of the price a Client pays or receives; please refer to Coeli's *Best Execution Policy* for further details.) Coeli shall not allocate trades to a broker based on the prospects of receiving soft commissions. Furthermore, the selection of brokers is subject to a formal counterparty due diligence procedure managed by Coeli Asset Management AB on behalf of the Company. The due diligence shall always comprise an assessment of potential conflicts of interest in relation to a portfolio manager's choice of broker. Criteria such as execution and settlement capabilities, costs and market/liquidity access and general service quality shall be attributed significant importance when evaluating brokers

Gifts and benefits

Coeli or Coeli employee may be offered gifts and benefits that can give rise to conflicts of interest, in that the gift or benefit can improperly influence the recipient. Conversely, gifts and benefits offered by Coeli, an employee or another Relevant person to individuals outside Coeli may serve to exert



improper influence on the individual or entity that is being offered the gift or benefit. Employees are prohibited from giving gifts or entertainment that may appear lavish or excessive, and must obtain approval to give gifts or entertainment in excess of SEK 750 to any Client, prospect (individual or entity) that Coeli does, or is seeking to do, business with. Employees who wish to give gifts or entertainment exceeding said amount must obtain approval from the CCO by submitting the *Gifts and Entertainment Log and Reporting Sheet*, maintained by the CCO. It is absolutely prohibited to offer or accept gifts from state and government officials.

Information about inducements

Coeli shall ensure that Clients are provided with information on any inducements before Coeli starts acting on behalf of a Client. The information shall be presented in a manner that is comprehensive, accurate and understandable.

Record of potential and actual conflicts of interests

The CEO is responsible for maintaining a record of all identified potential and actual conflicts of interests that may arise or that have arisen in connection with the provision of services to a client (or services provided by a third party on behalf of Coeli), and the measures taken to mitigate and/or eliminate them.

Training

Relevant persons shall undergo regular trainings on this Policy and related policies (primarily the Code of Ethics) to the extent deemed necessary.

Publication of the Policy

Coeli's clients and counterparties are entitled to obtain a copy of this policy on request. The CEO is responsible for maintaining and distributing the policy to all Relevant persons, as deemed necessary.

Disclosure

If the organizational and administrative arrangements within Coeli are not sufficient to ensure, with reasonable confidence, that a potential conflict of interest will be prevented, the general nature and/or source of the conflict of interest must be clearly disclosed to the Client before the service in question is performed. In case a situation arises where disclosure is required, the employee must immediately report this to his/her manager and seek direction as to the handling of the disclosure.

Responsibility and administration



The author and contact person regarding this policy is the CEO. The CEO for the implementation of the policy and appropriate procedures. The Compliance Function is responsible for monitoring compliance with this policy.

Updates and amendments

Coeli's Board will regularly and at least once a year, evaluate and revise the policy. Amendments will take effect from the date specified above. Any material amendments will be communicated to clients and counterparties.