



# Conflicts of Interest and Inducements Policy

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Applicable from:	September 11 2025
Policy owner:	The CEO
Independent reviewer:	The Compliance Function
Classification:	Confidential

## Introduction

Circulus Asset Management AB (“CIRCULUS” for “the Company”), org. nr 559394-0629, is a securities company licensed under the Swedish Securities Market Act (2007:528) to provide discretionary portfolio management. The Company manages fund portfolios through actively managed equity funds, classified as article 9 under the EU SFDR.

The Company is part of the Coeli Group and is wholly owned by Coeli Holding AB, corporate org. nr 556790–3199. The Group also includes Coeli Asset Management AB, Coeli Wealth Management AB, Coeli Finance AB, Coeli European AB, Coeli Circulus AB, and a number of non-licensed companies. The main owner of Coeli Holding AB is Mikael Larsson.

The Coeli Group’s corporate structure and operations, internal relationships between the companies (e.g., service agreements and distribution of proprietary products), as well as external circumstances, may give rise to various types of conflicts of interest that could disadvantage CIRCULUS’s clients if not properly managed. Furthermore, CIRCULUS employees or members of the Board of Directors may have private interests that differ from those of CIRCULUS and CIRCULUS’s clients. Such conflicts of interest could negatively affect the employees’ or Board members’ performance of their duties and obligations towards the Company and the Company’s clients.

As a regulated securities company, CIRCULUS 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 CIRCULUS or a fund’s shareholders (hereinafter referred to as “Clients”).

Based on the regulatory frameworks applicable to CIRCULUS, the Board of Directors has decided to adopt and implement this policy, which aims to:

identify and disclose the circumstances that constitute or may give rise to a conflict of interest that poses a risk of adversely affecting the interests of one or more clients, taking into account the activities carried out by CIRCULUS,

identify conflicts of interest involving employees and their related natural or legal persons,

specify the measures to be taken to prevent and manage such conflicts of interest, and

disclose identified conflicts of interest to the Company’s clients.



Situations may arise that could negatively affect the interests of CIRCULUS's clients. If such circumstances occur and CIRCULUS's measures are not sufficient to reasonably ensure that the risks of adversely affecting clients' interests will be prevented, the Company will inform the affected clients of the conflict before providing any services on their behalf.

The information referred to above shall include a detailed description of the conflict of interest, including the general nature and sources of the conflict, the risks that arise for the client as a result of the conflict, and the measures taken to mitigate those risks. The description of the conflicts of interest must be sufficiently detailed to enable clients to make informed decisions and to understand which conflicts of interest may be associated with different products and services.

## Scope and Application

This policy applies to all employees and, where applicable, members of the board of directors, contractors, and consultants. Intra-group contractors, regardless of their area of operation, are always covered by this policy.

## Definitions

*Related person:* Related natural person or a Related legal person.

*Related natural person:* spouse, cohabiting partner, or registered partner, as well as minor children and stepchildren.

*Related legal person:* a legal entity over which an employee, tied agent, employee of a tied agent, board member, contractor, or consultant exercises controlling influence or has a significant interest. A significant interest refers to an assessment of the nature of the interest in question, such as a financial interest like ownership or a personal interest involving related parties, and whether the interest is of such importance that it cannot be considered insignificant.

## Organisation and Working Methods

### Responsibilities and Reporting

**The Board of Directors** holds ultimate responsibility for the Company's operations and overall responsibility for its internal governance and control. Within this responsibility, the Board shall ensure a sound control environment and establish adequate internal rules for identifying and managing conflicts of interest within the Company's operations.

Board members must inform the Board of any personal or professional circumstances that may give rise to conflicts of interest. The Board shall discuss and decide on all potential and actual conflicts of interest at the board level—whether individual or collective—and document these in the minutes of the board meeting. The documentation shall also include the measures taken to manage the conflicts and a justification of how these measures effectively ensure objective decision-making.

The **Chief Executive Officer (CEO)** is responsible for implementing this policy. The CEO shall regularly evaluate any situations arising within the Company's operations that could be considered to constitute conflicts of



interest. If a conflict of interest is deemed to exist, the CEO shall decide on the best course of action to ensure that no party is unduly favored or determine how the conflict should be handled.

**Employees** shall actively work to continuously identify, monitor, and manage any conflicts of interest that may arise in the business, in accordance with this policy.

Employees are particularly encouraged to be aware of the following situations that may give rise to conflicts of interest: dual employment, when an employee changes duties within the Company or within the Coeli Group, upon the launch of new products or services, in connection with employees' private investments, investments in unlisted companies offered by the Coeli Group to its employees, when entering into agreements with related parties, when the funds and discretionary portfolios invest in Coeli products, or in the event of significant changes to the business.

With respect to conflicts of interest arising from prior relationships as described above, the Company has decided that such disclosures should cover a period of three years.

Employees must immediately inform their direct manager of any identified conflicts of interest. The employee, together with their manager, shall document the identified conflict and propose a plan for how to manage it. This documentation shall follow a specific template, which must be available to all employees. Documentation shall be completed promptly and sent without delay to the Compliance function via email to [complianceAM@coeli.se](mailto:complianceAM@coeli.se).

The handling of the conflict of interest shall then proceed with the involvement of the Compliance function. **The Compliance function** shall ensure that the conflict of interest is described clearly and that the proposed management measures are assessed as effective and in accordance with applicable regulations. The Compliance function shall present the proposed management measures to the Company's CEO for a decision on how to address the conflict.

The Company's Board of Directors shall, at each board meeting, be informed of any newly arisen conflicts of interest within the business, as well as of conflicts of interest identified in connection with—or arising as a result of—engagement agreements. The Board shall also be informed of how these conflicts are being managed. This information shall be provided by the Compliance function.

## Follow up and documentation

The Compliance function shall, through ongoing controls, assess whether the Company's measures for managing conflicts of interest are effective. The results of these controls shall be reported to the Board of Directors.

Identified existing and potential conflicts of interest shall be documented in a dedicated log maintained by the Compliance function. The documentation shall include information on how the conflict of interest is being managed.

## Criteria for identifying Conflict of Interest

Conflicts of interest may arise in the Company's operations where clients' interests are set against other interests, for example in relation to other clients, the Company or any other company within the Coeli Group, related natural or legal persons, owners or senior executives, or other employees within the Coeli Group. Conflicts may also arise in relation to various suppliers to the Coeli Group.



Conflicts of interest may be of a nature that requires permanent management, or of a kind that arises only in connection with specific events (e.g., a transaction or the selection of a service provider) and that can normally be managed through a one-off measure.

To identify conflicts of interest that arise in relation to clients, the Company shall at least consider whether the Company, a relevant person to the Company, or a person directly or indirectly connected to the Company through control:

- is likely to make a financial gain, or avoid a financial loss, at the expense of the client, or
- 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, or
- has personal or professional relationships with the owners of qualifying holdings in the Coeli Group,
- has personal or professional relationships with the staff of the companies within the Coeli Group (e.g., family ties),
- has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client, or
- carries on the same business as the client, or
- receives or will receive from a person other than the client an inducement in relation to a service.

To identify conflicts of interest that may arise between CIRCULUS and CIRCULUS's employees or members of the Board of Directors, the following circumstances shall be taken into account:

- a. financial interests (e.g., shares, other ownership rights and memberships, financial holdings and other economic interests in corporate clients, intellectual property rights, membership in or ownership of a body or entity with conflicting interests),
- b. other employment and recent past employment (three years back),
- c. personal or professional relationships with relevant external stakeholders (e.g., key suppliers), and
- d. political influence or political affiliations.

## **Principles for Managing Conflicts of Interest**

Conflicts of interest shall be managed in the manner that best mitigates the risk of harm to a client. Such management measures may include aligning the Company's interests with those of the clients, prohibiting certain actions, implementing control systems, or eliminating the possibility of undue influence over operations that could affect an employee's objectivity in their daily work. If the measures taken by the Company are not sufficient to prevent potential harm to clients' interests, the Company shall inform the clients before providing any services on their behalf. The provision of such information does not mean that the Company has resolved the conflict of interest. The Company shall continuously assess the situation and take the necessary measures to address the issues that could cause harm to clients' interests.

As a guiding principle, the Company shall, to the greatest extent possible, integrate the agreed management measures into existing processes, organisational and administrative systems so that conflict of interest management operates as part of day-to-day business activities. A description of how management measures are to be implemented in practice shall be set out in the internal governance documents into which the measures have been integrated.

## **Publication of Information to Clients**

This policy shall be published on the Company's intranet.



The policy shall be made available to the public by being published on the Company's website [www.CIRCULUSapital.se](http://www.CIRCULUSapital.se).

If the measures taken by the Company are not sufficient to prevent harm to the interests of clients, the Company shall clearly inform the clients of the nature and/or cause of the conflicts of interest before providing any services on their behalf. This information is provided through Appendix 1 to this policy, which is always published together with the policy on the Company's website.

## **Employee Training**

Employees shall undergo ongoing training regarding the contents of this policy. The training shall emphasize the importance of identifying conflicts of interest and each employee's obligation to report the occurrence of such conflicts to their immediate manager and the Compliance function.

## **Other Relevant Governance Documents**

Within the Company, there are other internal governing documents at both the group and company level that in one way or another relate to conflicts of interest:

- Policy for Handling Ethical Issues
- Remuneration Policy
- Personal Transactions Policy
- Best Execution Policy
- Portfolio management Instructions

## **Updates and Amendments**

This policy shall be regularly reviewed and evaluated by the Company's CEO, at least annually. Proposed revisions to the policy resulting from such reviews shall be documented in the table at the end of this document.

The Board of Directors shall approve proposed amendments. Changes shall take effect on the date specified on the cover page.



## Documentation of completed Reviews of the Policy

Date of Review	Policy Version nr	Reason for Review	Description of changes of the Policy that the review led to	Examined by		
				CEO	CCO	CRO
2025-08-11	V.2	Annual review	<p>The following changes have been made:</p> <ul style="list-style-type: none"> <li>• The policy has been restructured and reworded to better align with the Group's policy for the management of conflicts of interest.</li> <li>• Clarification that the approved management measures shall, as far as possible, be integrated into existing processes and function as part of daily operations.</li> <li>• Clarification of the Company's process for identifying and managing conflicts of interest. The purpose is to provide employees and others with a clearer description of the Company's process for identifying and managing conflicts of interest.</li> <li>• Emphasises the obligation to inform clients if the Company's measures are insufficient to prevent harm to their interests.</li> <li>• Disclosure information about identified conflict of interests has been updated.</li> <li>• Disclosure of conflicts of interest and incentives will be included in Appendix 1 to the Policy, with changes approved by the CEO to enable faster publication to shareholders and clients without requiring board approval of the policy document.</li> </ul>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>



## Appendix 1 - Identified Conflicts of Interest

### Introduction

Circulus Asset Management AB ("CIRCULUS" for "the Company"), org. nr 559394-0629, is a securities company licensed under the Swedish Securities Market Act (2007:528) to provide discretionary portfolio management and investment advice.

As a regulated securities company, CIRCULUS 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 CIRCULUS or a fund's shareholders (hereinafter referred to as "Clients").

The Company therefore works continuously to identify and eliminate conflicts of interest through internal regulations, training, and control systems, so that you as a client can feel confident in the Company's management and other services offered to you.

Below is a list of significant conflicts of interest and incentives that may arise in the Company's operations. If the Company lacks sufficient measures to prevent a conflict of interest from harming the interests of a client, this will be specifically stated. The Company will regularly update this document to ensure that you as a client are always informed about the conflicts of interest and incentives identified by the Company.

### Identified Conflict of Interests and inducements

CONFLICT OF INTEREST	MITIGATION MEASURES
PORTFOLIO MANAGEMENT	
<b>BLOCK ORDER</b> A potential conflict of interest could arise when CIRCULUS aggregates and allocates trades among Clients (Block order), as CIRCULUS could have an incentive to favor accounts with more profitable fee structures.	CIRCULUS 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 CIRCULUS 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.  If orders are only partially completed, allocation between portfolios is done on a pro rata basis. Should pro rata allocation not be fully applicable, the excess instruments are assigned to the portfolios with the largest order volumes.



<p><b>CROSS TRADE</b></p> <p>Portfolios managed by the Company may carry out transactions between themselves (Cross Trade).</p> <p>This may be the case if there are large outflows from a portfolio and require that instruments be sold from the portfolio in order to meet outflows, or if a portfolio holds an illiquid instrument that the portfolio wants to sell.</p> <p>A Cross Trade can often be a favorable strategy for involved parties. The instruments sold can often be sought after, for example when trading foreign shares whose foreign holdings are limited. The sale of such a share would provide access to the share for one portfolio, while the other portfolio may meet its need for payment in the event of outflows.</p> <p>At the same time, a Cross Trade could potentially be used to transfer illiquid or less desirable instruments from one portfolio to another, and thus cause conflict of interests.</p>	<p>The Company allows cross trades with great caution and uses this method only in exceptional cases, after carefully examining and excluding alternative methods to achieve the same goal. When the Company conducts a cross trade, the following requirements must be met:</p> <ol style="list-style-type: none"> <li>1. Documentation: Each cross trade is carefully documented with details of the instruments traded, the terms of the transaction and the purpose of the transaction. The documentation also includes an account of the alternative methods being investigated and why they are not chosen.</li> <li>2. Fair Prices: When carrying out cross trades, the Company ensures that the prices are set based on current market prices or as close to market prices as possible. Trades shall be executed by a broker.</li> <li>3. Approval of the transaction: A cross trade has to be approved by the clients involved in the trade, prior to the cross trade taking place.</li> </ol>
<p align="center"><b>PRIVATE INTEREST</b></p>	
<p><b>EMPLOYEES PRIVATE TRANSACTIONS</b></p> <p>A potential conflict of interest could arise when an Employee of CIRCULUS trades in the same securities on their personal accounts as those purchased and sold for the accounts of Clients.</p> <p>Example scenario: If the employee has certain information about a portfolio transaction which is not publicly known, the employee could take advantage of that information in order to front run the Client account.</p> <p>Example scenario: A portfolio manager could allocate capital to a company which he has a personal interest in, by investing the capital of the fund he/she manages in to that company, without the investment being in the interest of the fund.</p>	<p>All Employees must always apply for prior approval from the Company's Compliance function, before a transaction is carried out on their own behalf or on behalf of a close relative.</p> <p>Carried out transactions must be reported in the manner and to the extent stated in the Company's Policy for Employees Private Transactions, at any given time.</p>
<p><b>EMPLOYEES OUTSIDE BUSINESS</b></p> <p>Employees of CIRCULUS are permitted to take on other board assignments, senior positions, or hold significant influence in companies that may compete with CIRCULUS. In cases where these companies are competitors, such board assignments could create conflicts of interest with CIRCULUS's operations.</p>	<p>Employees need pre-approval from CIRCULUS's CCO before taking on outside business assignments (voluntary or paid) for their own account or on behalf of a third party. Only activities which does not potentially conflict with the employee's duties and loyalty to CIRCULUS and its the Company's clients will be approved. This ensures that any outside</p>





	business activities align with the employee's duties and loyalty to CIRCULUS and its clients.
<b>BOARD MEMBERS OUTSIDE BUSINESS</b> Board members of CIRCULUS hold positions or have significant interests in companies that both compete with CIRCULUS and provide services to the company. Given their roles in these competing businesses, such positions inherently raise potential conflicts of interest that could impact CIRCULUS's operations.	Board members are prohibited from handling matters on behalf of CIRCULUS in which the Board member has a material interest that conflicts with CIRCULUS's interest.  Prior to every board meeting, the CCO scrutinezes the agenda to identify any conflicts of interest associated with the agenda 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 CIRCULUS's General Assembly as far as this is permissible with respect to principles of Swedish corporate law
<b>GIFTS AND BENEFITS</b> Employees 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 CIRCULUS, an employee or another relevant person to individuals outside CIRCULUS may serve to exert improper influence on the individual or entity that is being offered the gift or benefit.	The company applies internal rules and procedures for receiving and giving gifts and benefits. According to the internal rules, certain gifts and benefits are prohibited and some must be reported, which entails transparency, control and limitations in the gifts that may be received and given.
<b>INTERNAL BUSINESS RELATIONS</b>	
<b>OUTSOURCING OF CONTROL FUNCTIONS</b> Portfolio managers employed by CIRCULUS may also be owners of the company, members of the board of directors or senior staff.  As such portfolio managers have the mandate to influence and decide upon tasks and observations made by the company's independent control functions (including the compliance function, risk management function and internal audit).  A conflict of interest could arise if portfolio managers, in their role as owner, board member or senior staff, decides on issues regarding the portfolio management raised by the company's independent control functions.	Portfolio managers are not allowed to decide on issues regarding the portfolio management or other issues concerning their role as portfolio managers, raised by the company's independent control functions.  Such issues shall instead be handled and decided upon by the the independent board members of the company.  The company shall at least have 3 board members. The majority of the board members shall be independent from the daily operation of the company.
<b>INDUCEMENTS</b>	
<b>SOFT COMMISSION</b>	Soft commission in form of reaserch is not allowed. CIRCULUS shall bare all costs for research.



<p>Soft Commission is a form of compensation that the Company may receive from a broker or other supplier, in addition to the direct cash payments paid for financial services. Instead of cash compensation, Soft Commissions can take the form of goods or services that promote the manager, but do not directly benefit the client.</p> <p>Examples of Soft Commission:</p> <ul style="list-style-type: none"> <li>• Free access to analysis reports, market data or research.</li> <li>• Technical infrastructure or software for trading.</li> <li>• Invitations to industry-specific conferences or training courses.</li> </ul> <p>Soft Commission may create a conflict of interest as the Company may be influenced to select a broker based on the benefits provided, rather than on the broker's service quality or price.</p>	<p>Employees may accept participation in conferences, seminar, and other events partly or entirely sponsored by the broker-dealers and entertainment up to a reasonable value, in accordance with the Company's Code of Ethics on gifts and benefits.</p>
<p><b>PERFORMANCE-BASED FEES FOR CERTAIN FUNDS</b></p> <p>A potential conflict of interest arises in relation to certain funds managed by the securities firm on behalf of a fund management company, where a performance-based fee is charged if the fund exceeds a predefined benchmark index. A portion of this fee is shared with the securities firm. This fee structure may incentivize the securities firm to take on higher risks in managing these specific funds to surpass the benchmark, potentially leading to decisions that prioritize short-term performance over long-term stability or risk-adjusted returns, which may not align with the best interests of the fund's investors.</p>	<p>Fund managed by CIRCULUS applies a High Water Mark mechanism to performance-based fees, which ensures that fees are only charged when the portfolio surpasses its previous peak value. This approach reduces the incentive for taking excessive risks to generate short-term gains.</p> <p>Furthermore, before any transaction is executed, it undergoes a pre-trade compliance check to ensure it complies with the fund's regulatory requirements and mandate.</p> <p>Each transaction must also be supported by detailed analysis, assessment, and documentation, explaining why the trade aligns with the fund's investment strategy. These processes minimize the risk of short-term, high-risk decisions that could conflict with the fund's long-term goals.</p>