APRIL 2025

OFinancial LLC

CONFLICT OF INTEREST POLICY

Company No [228982 GBC] | Licence No [GB25205138]

1.0 Introduction

OFinancial LLC, hereinafter referred to as 'the Company' is entrusted with the stewardship of our client's money and this is a responsibility that we take very seriously. Our reputation as responsible, considered broker is important to us and we seek to be above reproach. A conflict of interest prejudices or can be seen to prejudice an individual's objectivity and ability to act in the best interests of the company or our clients.

The Company seeks to comply with all relevant legislative obligations but aims to set higher standards when it comes to protecting our reputation.

This policy sets out the standards set by the Company in respect to avoiding or, where this is not possible, mitigating potential and actual conflicts of interest. It encompasses conflicts that can manifest as a result of the staff member's personal interests and relationships as well as businesses interests and associations.

This policy has been approved and adopted by the Board of Directors.

A. Our Obligation

We are obliged to manage fairly conflicts of interest, both those that arise between ourselves and any of our clients and those that arise between two or more of our clients.

Consequently, we maintain and operate effective organisational and administrative arrangements to take all reasonable steps to identify conflicts of interest and to prevent such conflicts from constituting or giving rise to a material risk of damage to the interests of our clients. We also maintain a written conflicts of interest policy appropriate to the size of our firm and the nature, scale and complexity of our business.

B. Scope

This policy applies to all staff of the Company.

C. Oversight

This policy is subject to monitoring and oversight by the Company's Compliance function.

D. Accountability

i. Staffs are accountable for reading, understanding and complying with the standards and processes contained in this policy. Staffs are encouraged to bring any situations where significant conflicts of interest exist and which are not covered by this policy to the attention of the Heads of departments.

ii. Management are accountable for ensuring that the processes and controls in their departments are designed to avoid and manage conflicts of interest for their teams.

iii. Compliance are accountable for ensuring that this policy is aligned with regulation, as they may change from time to time; for monitoring processes and controls to ensure compliance with this policy and for reporting any breaches of this policy according to the Company's compliance escalation framework.

iv. Executive Management are accountable for resolving any agreed breaches of this policy and for maintaining business structures and functions that enhance the Company's reputation.

Breaches and Enforcement

Non-Compliance with this policy may be handled in terms of the Company's disciplinary procedures.

2.0 Legislation and Regulation

A. Definitions

A conflict of interest is:

a) Any actual or potential conflict;

b) That may manifest while rendering a financial service (i.e. either advice OR brokerage service)

c) To a client (or potential client)

d) That may influence the objectivity of the obligations to that client

e) Or prevent an unbiased and fair financial service to that client

f) Or prevent the Company from acting in the best interests of that client

A conflict of interest includes a financial interest; an ownership interest or a relationship (personal or business) with a third party.

A financial interest is:

a) Cash, Cash equivalent or Voucher

b) Gift

c) Service

d) Advantage

e) Benefit

f) Discount

g) Travel

h) Hospitality

i) Accommodation

j) Sponsorship

k) Incentive

A Supplier includes but is not limited to:

a) suppliers of equipment, products, services, market and economic data, research, banking, custody, administration, legal, accounting, marketing, office or

b) other consulting services,

c) regardless of whether a fee is paid directly or indirectly or

d) whether the fee is for the Company's account or for the client account.

Advice is:

a) Any recommendation, guidance or proposal

b) On a financial product (i.e. insurance policy; unit trust; cash or financial instrument)

c) In respect of the purchase, sale or variation of that product

It excludes factual, legal or administrative information. It is accepted that the Company does not generally provide financial or product advice. Additionally, the Company does not have Sales functions and none of the staff are remunerated on a commission basis.

B. <u>Guiding Principles of the Policy:</u>

All employees and Associated Person/s with the Company covered under this Policy shall adhere to following principles and practices to avoid conflict of interest at all points:

a) To maintain high standards of integrity in the conduct of business at all times.

b) To ensure to communicate policies, procedures and code to all concerned,

c) To ensure fair treatment of clients and not to discriminate amongst them;

d) To ensure that Company's personal interest does not, at any time conflict with our duty towards our clients and clients' interest shall always takes primacy in our advice, investment decisions and transactions;

e) To make timely and appropriate disclosure to the clients of possible source or potential areas of conflict of interest which would impair our ability to render fair, objective and unbiased services;

f) Endeavor to reduce opportunities for conflicts through prescriptive measures such as through information barriers to block or hinder the flow of information from one department/ unit to another, etc;

g) To place appropriate restrictions on transactions in securities while handling a mandate of issuer or client in respect of such security so as to avoid any conflict;

h) Not to deal in securities while in possession of material non published information;

i) Not to communicate the material non published information while dealing in securities on behalf of others;

j) Not to contribute in manipulating the demand for or supply of securities in the market or to influence prices of securities;

k) Not to provide incentive structure that encourages sale of products not suiting the risk profile of clients;

l) Not to share information received from clients or pertaining to them, obtained as a result of our dealings, for our personal interest.

C. Effective Mechanism:

All are advised to adhere to various principles stated hereinabove to avoid any conflict of interest situation. Further, Board of Directors of the Company will endeavor from time to time to put in place effective system for proper implementation of this Policy.

The Board from time to time will also provide necessary guidance enabling identification, elimination or management of conflict of interest situations and shall review the compliance of this Policy periodically.

3.0 Personal Conflicts of Interest

We have identified the below particular personal conflicts of interest as the most important.

- Anti-Bribery Policy
- Personal Account Dealing Policy
- Disclosure of Director Interests
- Disclosure of Staff Interests
- Second Jobs
- Remuneration

3.1. Anti-Bribery Policy

The Company prohibits:

the offering, the giving, the solicitation or the acceptance of any bribe, whether in the form of cash or other inducement, to or from any person or company, wherever they are situation and whether they are a public official or body or private person or company by any individual employee, agent or other person or body acting on the Company's behalf in order to gain any commercial, contractual or regulatory advantage for the Company in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

3.2. Personal Account Dealing Policy

It is the Company's policy to permit personal account dealing by staff members in a managed and controlled process.

In brief, the Company's staff are not permitted to trade in any instrument while client portfolios are in the market with respect to those instruments, regardless of the direction. Nor are they permitted to trade while an instrument is under consideration for inclusion, exclusion or variation in client portfolios.

All personal dealing performed or influenced by a staff member, including dealing by an associate of the staff member, must be disclosed and pre-approved in terms of a defined process.

The policy and process is available at: Personal Account Dealing Policy.

3.3. Disclosure of Director Interests

All Directors and officer who attend Board meetings or audit committee meetings must regularly disclose their personal financial interests to the Board regardless of whether such interests represent an actual or potential conflict with the Company's interests. This disclosure is noted by the Company Secretary and retained as a record of proceedings.

3.4. Disclosure of Staff Interests

Staff members with interpersonal relationships with suppliers or counterparties and who have any decision-making influence over the commencement, continuation or termination of the business relationship, or are involved in the provision of services or products by that supplier or counterparty, must:

i. disclose such relationship in email to their direct line manager and

ii. ensure independent oversight by someone with knowledge of the interpersonal relationship over processes such as tenders, appointments, reviews, benchmarking or contractual negotiations.

3.5. Second Jobs

A second job may create a conflict of interest for staff members. The conflict can be direct (eg a potential competitor) or indirect (eg impacting work performance or Prudential's reputation).

Depending on the nature of the second job, it can also attract legal liability to Prudential. All staff members with second jobs must have their direct line manager's express permission to accept any

second job regardless of whether or not it is short term, temporary, does not involve work during normal office hours or is unrelated to financial services.

3.6. Remuneration

All staff are remunerated with a mix of guaranteed pay and variable compensation (annual discretionary bonus based on performance).

All staff, including Compliance staff, also participates in an annual variable compensation pool that is driven exclusively by business profits. No staff are incentivised by means of commission driven business targets.

4.0 Business Conflict of Interest

- Sponsorships and Reciprocal Agreements
- Investment Independence
- Commission Sharing
- Fair treatment of Clients following are the key business conflicts of interest as determined by the board

4.1. Sponsorships and Reciprocal Agreements

The Company does not enter into agreements to supply investment services to a fiduciary client that includes reciprocal commercial provisions involving the client, its sponsoring employer or organisation or its consultants and advisors.

The Company may make donations or sponsorships to clients or their sponsoring employer or body, intermediaries; not-for profit organisations and social development organisations subject to:

- Prior approval by Executive Management
- The recipient organisation not being directly or indirectly associated with a political party, government body or religious organisation
- The purpose for the donation or sponsorship is defined and is not likely to negatively impact the Company or its Group's brand and reputation.

The Company does not make political donations of any kind.

4.2. Investment Independence

The Company is not associated with any Mauritius financial service company, banking institution or stockbroker or any issuer company into which we can invest or deal on behalf of clients.

4.3. Commission Sharing

The Company does not engage in the practice commonly known as “softing”. The Company does however negotiate, on behalf of its clients, bundled brokerage fees that include research and execution services. The execution services may include trading platforms and the research services include investee company research, market and bespoke research and recommendations. These services may be provided by way of software, platforms or electronic research feeds.

4.4. Fair treatment of Clients

The Company is committed to treating clients fairly and ensuring that no client receives preferential treatment that may prejudice another client.

The following specific processes exist in order to achieve and demonstrate the fair treatment of clients:

- The fair and automated allocation of trades to client portfolios
- Consolidation of orders to avoid unintended impacts of order priority
- Cross trading between client portfolios, while permitted and encouraged as a means of minimising client trading costs and maximising exposure to desired illiquid assets, is subject to the trade being performed at an established and fair market price and the group decision making model.
- The remuneration structures for client sales and services support new business and servicing without preferring specific clients within various products

5.0 Implementation and Distribution

This policy is not subject in its entirety to an initial or annual acknowledgement by all staff as the primary control for the avoidance and management of conflicts of interests is internal business processes and controls. Certain aspects of the policy impose personal obligations on staff members and these sections will be subject to active acknowledgement by all staff members.

Examples of potential situations of conflict and relevant measures

Examples of potential situations of conflict		**General arrangements or ad hoc measures**
The Company or a Relevant Person may have an interest in executing its/his personal orders or orders of a client in more favorable conditions than the orders of another client, or in maximizing the client's losses (e.g. if the client is a competitor of the Company or of the Relevant Person)		The Company has implemented policies and procedures for the monitoring and (when necessary) restriction of personal transactions of the Relevant Persons. Transactions are processed by you through automated means, based on the time priority of the reception of such order, thus ensuring that the relevant employees will not be allowed to intervene in your transactions. Conflicts related to the personal capacity of the Client are reported to the compliance function as soon as they are identified.
A Relevant Person may have an interest in recommending to a client a particular transaction, in respect of which the Company or the said Relevant Person may receive a benefit from a third party or taking into account the interests of another client. A Relevant Person may recommend to the client a transaction based exclusively on the remunerations to be received by the Company or by the employee.		The Company does not provide investment advice with respect to FX and CFDs transactions and thus cannot recommend you any particular transactions.
The Company may be regarded as having an interest in maximizing		The remuneration that the Company receives for the execution of your transactions, may depend either on

your trading volumes or in maximizing your losses in order to achieve higher remunerations.		the volume of your transactions or on the amount of your losses. However: • the Company does not provide investment advice to you with respect to your trades on the financial products available in our platforms and, thus, cannot recommend you any particular transactions. • Transactions are processed by you through automated means, based on the time priority of the reception of such order, thus ensuring that the relevant employees will not be allowed to intervene in your transactions, • The Company does not have a way to influence the outcome of your transactions and the persons in charge of the supervision of the processing of your orders (Dealing Desk) are always remunerated with fix amounts and not based on your trading volumes or losses. • The Company monitors regularly the operation of the systems used for the processing of clients' orders in a way to exclude any human intervention that is not necessary for the normal operation of such systems. • In accordance with the applicable best execution policy, the Company is prohibited from directing your transactions to an Execution Venue based on the remunerations to be received by the Company.