

Conflicts of Interest Management Policy

This Conflicts of Interest Policy is applicable to the services provided to you by iSwap Euro Limited (iSwap UK MTF)

Under the Markets in Financial Instruments Directive II (“MiFID II”) a firm is required to maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent conflicts of interest from adversely affecting the interests of its clients.¹

iSwap Euro Limited has put in place the necessary policies and procedures to meet its obligations with regards to the identification, prevention and management of conflicts of interest. Set out below is a summary of the key information needed by clients and counterparties (together “customers”) to understand the measures iSwap Euro Limited is taking to safeguard the interests of its customers.

Scope

The requirement to take all appropriate steps to identify, prevent or manage any conflicts of interest applies to all staff of iSwap Euro Limited. For the purposes of this Policy, iSwap Euro Limited staff shall include managers and employees of iSwap Euro, or any person directly or indirectly linked to iSwap Euro Limited by control.

iSwap Euro’s Conflict of Interest Policy

The purpose of this Policy is to:

- identify circumstances which may give rise to conflicts of interest entailing a risk of damage to customers’ interests;
- summarise the arrangements iSwap Euro Limited has put in place to prevent or manage such identified conflicts of interest;
- explain the disclosure process iSwap Euro Limited will follow for any identified conflict of interest it is unable to manage and which it cannot,

¹ Article 16(3) MiFID II

with reasonable confidence, adequately protect from causing damage to a client.

What is a conflict of interest?

A conflict of interest is a conflict that arises in the course of iSwap Euro Limited providing its customers with a service which may benefit iSwap Euro Limited whilst potentially damaging another customer's interests (where iSwap Euro Limited owes a duty to that customer).

A conflict of interest may arise in circumstances where iSwap Euro Limited or a member of its staff:

- is likely to make a financial gain (or avoid a financial loss) at the expense of its customer;
- has an interest in the outcome of the service provided to its customer, which is distinct from the customer's interest in that outcome;
- has a financial or other incentive to favour the interests of one customer (or group of customers) over the interests of another;
- carries on the same business as a customer;
- receives an inducement from a third party in relation to a service provided to a client, in the form of monetary or non-monetary benefits or services;
- is in possession of information obtained in the ordinary course of its business which would benefit the individual, the Group or a customer, but such information is not publicly known.

Identification of Conflicts of Interest

iSwap Euro Limited has robust internal policies and procedures in place which require all staff to identify and escalate any identified conflicts of interest in accordance with a formal escalation process. Such internal obligations enable the Group to continually identify new conflicts of interest which arise in its business and to implement those measures required to adequately monitor, manage and control the potential impact of those conflicts on its customers.

Types of Conflicts of Interest

iSwap Euro Limited does not engage in the provision of Corporate Finance or Portfolio Management business. In addition, iSwap Euro Limited does not offer

Investment Research or Advice to customers and does not conduct Proprietary Trading. Consequently, the conflicts identified below are specific to iSwap Euro Limited and have been identified by iSwap Euro Limited as the types of conflicts which exist based on the specific investment activities carried out by iSwap Euro Limited:

- those between customers with competing interests;
- those between customers and iSwap Euro Limited where their respective interests in a particular outcome may be different;
- those between the personal interests of staff of iSwap Euro Limited and the interests of iSwap Euro Limited or its customers where those interests may be different;
- those that might arise as a result of being part of a Group; whereby the respective interests of individual business units within the TP ICAP Group may be different;
- those between the commercial interests of third party service providers used by iSwap Euro Limited and the interests of iSwap Euro Limited or its customers where those interests may be different.

iSwap Euro Limited maintains a Conflicts of Interest Register which details the specific conflicts identified within each area of the business; all of which fall within one of the above types of conflicts of interest.

Management and Prevention of Conflicts of Interest

iSwap Euro Limited has adopted numerous policies and procedures to prevent and manage those conflicts of interest recognised within its business. The adequacy of these controls are assessed periodically, on at least an annual basis, and are subject to the Group's normal monitoring review.

These policies and processes include:

a) Integrity and Standards of Conduct

iSwap Euro Limited insists that in its dealings with customers its staff must use the highest standard of integrity in their actions at all times. All staff are required to complete an induction programme which highlights an individual's responsibility to act honestly and to ensure they do not:

- i) Misuse their professional position to procure a personal benefit for themselves or any other person, or to cause detriment to the Group and/or its customers;

- ii) Participate in any activity or employment which may compete with or conflict with the Group's interests or those of its customers (outside business interests).

All staff are subject to ongoing training and monitoring on integrity and conduct in the workplace. Staff are expected to follow industry standards of conduct as well as internal Codes of Conduct.

Fair and orderly market

In furtherance of ensuring a fair and orderly dealing environment within the market, and to prevent employees or customers from engaging in market abuse, all iSwap Euro Limited staff are subject to ongoing market abuse training and surveillance programmes. Such controls exist to ensure all business is conducted in accordance with the provisions contained within the Market Abuse Regulation, which aim to prevent insider trading, improper disclosure and market manipulation.

b) Confidentiality

Personal Account Dealing

TP ICAP has a robust Personal Account Dealing Policy, procedures and monitoring programme. All staff, regardless of their position in the Group, are required to sign and attest to their adherence of the Personal Account Dealing rules.

Staff are not permitted to carry out personal transactions:

- (i) in the same way as a customer order or potential order before it is executed; or
- (ii) In circumstances where such personal transactional activity could adversely affect a customer or the Firm's position or interest.

To ensure a broker does not take advantage of their position, by using information obtained during the course of their business to deal advantageously on their own account, TP ICAP's Personal Account Dealing Policy prohibits staff from front running customer orders.

It is internal procedure that staff must obtain approval by their line management and local Compliance Department prior to carrying out personal account dealing in specified instruments.

All staff are required to take a training course on Personal Account Dealing rules in London.

Customer Confidentiality

All staff are required to adhere to the internal confidentiality rules contained within the TP ICAP Compliance Manual which require staff to maintain the anonymity and confidentiality of its customers at all times.

Outsourcing

To ensure a third party service provider of iSwap Euro Limited does not use information obtained in the course of the arrangement to obtain a commercial advantage at the detriment of the Group or a customer, all outsourcing arrangements are required to have service level agreements in place for the purpose of protecting any confidential information obtained during the provision of the outsourced function.

c) Information barriers

The TP ICAP Group Infrastructure supports the operation of the TP, ICAP and PVM business units being run as separate, distinct and competing businesses.

To support this operational structure, TP ICAP has put in place Chinese walls and information barriers to prevent the flow of confidential information (including customer information) between the business units within the Group. Such controls include the physical separation of departments and, where appropriate, system access restrictions.

Similar information barriers are in place to prevent TP ICAP business units which are also participants of a TP ICAP trading venue from having access to information which is not available to third party venue participants.

d) Incentives

Inducements

All staff are required to act in accordance with the TP ICAP Gift and Entertainment Policy. This Policy provides clear parameters in which staff can provide or accept gifts and entertainment and ensures transparency through its requirement for all members of staff to disclose details of all gifts, entertainment and advantages it receives from or provides to customers or third parties.

Staff are not allowed to accept gifts, entertainment or any other inducement from any person which might benefit one customer at the expense of another.

Remuneration

All relevant staff who are open to a conflict of interest are paid a basic salary including those in key support areas such as Compliance, Finance and Operations. This salary is not dependent on company performance. A

discretionary bonus structure does exist which is linked to a variety of factors. Payment and value of such bonuses is at the discretion of Senior Management and notified to individuals only on payment.

e) Group Companies

Internal Policy prescribes that customers are to be informed of the relationship where the counterparty to the deal is another TP ICAP Group Company or where the services of another TP ICAP Group Company is recommended.

f) Separate supervision and segregation of function

Where appropriate, iSwap Euro Limited has arranged for the separate supervision of those carrying out functions for customers whose interests may conflict, or where the interests of customers and iSwap Euro Limited may conflict. Such separation of duties maintains independence and prevents individuals from bias which could impair the proper management of conflicts of interest.

Benchmarks

As a contributor of data to various third-party benchmarks, TP ICAP segregates the function of providing data externally from those parts of the business who may use, or may have an interest in the benchmark rate. All data is required to be produced and transmitted to third parties via TP ICAP Data & Analytics; a business unit separate and distinct from the broking activity of TP, ICAP and PVM. This ensures all information submitted for the purposes of Benchmark activity is subject to independent controls and quality assurance checks.

g) TP ICAP Compliance Monitoring Programme

TP ICAP Compliance department has an established and documented compliance monitoring programme of which part of this programme focuses on conflicts of interest and recognising where there may be a potential conflict. The monitoring undertaken by the Department includes, but is not limited to:

- reviewing Personal Account Dealing and contract notes;
- communication monitoring to review staff adherence to client confidentiality rules;
- periodic Desk reviews including broker interviews in which conflicts of interest for the Department are considered.

Disclosure Obligations

As a last resort, where there is no other means of managing the conflict or where the measures in place do not, in the view of iSwap Euro Limited, sufficiently protect the interests of customers, the conflict of interest will be disclosed to customers to enable an informed decision to be made by the customer as to whether they wish to continue doing business with iSwap Euro Limited in that particular situation. Such disclosures will be made to clients prior to conducting business on their behalf.

Declining to Act

Finally, where iSwap Euro Limited considers it is not able to manage the conflict of interest in any other way it may decline to act for a customer.