
Conflicts of Interest Policy

This Conflicts of Interest Policy is applicable to the services provided to you by iSwap Euro B.V. (iSwap Euro).

Under Article 23 MiFID II, Article 4 of the Benchmark Regulation and Principle 8 of the FCA's Principles of Business 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.

iSwap Euro 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 is taking to safeguard the interests of its customers.

Overview

Confidence in iSwap Euro's integrity to act on behalf of its customers is central to the relationship of trust we have with our customers. This means that when providing services, iSwap Euro will always act in the customer's best interests, putting customers' interests ahead of its own.

Scope

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

Purpose

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 has put in place to prevent or manage such identified conflicts of interest;
- explain the disclosure process iSwap Euro will follow for any identified conflict of interest it is unable to manage and which it cannot, 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 providing its customers with a service which may benefit iSwap Euro whilst potentially damaging another customer's interests (where iSwap Euro owes a duty to that customer).

A conflict of interest may arise in circumstances where iSwap Euro 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 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 iSwap Euro 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 does not engage in the provision of Corporate Finance or Portfolio Management business. In addition, iSwap Euro does not offer investment research or advice to customers

and does not conduct speculative proprietary trading. Consequently, the conflicts identified below are specific to iSwap Euro and have been identified by iSwap Euro as the types of conflicts which exist based on the specific activities carried out by iSwap Euro:

- those between customers with competing interests;
- those between customers and iSwap Euro where their respective interests in a particular outcome may be different;
- those between the personal interests of staff of iSwap Euro and the interests of iSwap Euro 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 and the interests of iSwap Euro or its customers where those interests may be different.

iSwap Euro 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 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 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 and ongoing training programmes which highlight an individual's requirement 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 iSwap Euro and/or its customers;
- ii) Participate in any activity or employment which may compete with or conflict with the iSwap Euro'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 applicable regulations such as the FCA's Senior Managers & Certification Regime (SM&CR).

Where ICAP Information Services Limited is a benchmark administrator, in addition to the other controls set out in this Policy, it has in place procedures to ensure anyone directly involved in the provision of a benchmark (a) have the necessary skills, knowledge and experience for the duties assigned to them and are subject to effective management and supervision; and (b) is not employed by ICAP Information Services Limited's legal representative (as defined under the Benchmark Regulation).

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 staff are subject to ongoing market abuse training and monitoring programmes. Such controls exist to ensure all business is conducted in accordance with the provisions contained within relevant market conduct regulation such as the Market Abuse Regulation, which aim to prevent insider trading, improper disclosure and market manipulation.

b) Confidentiality

Personal Account Dealing

iSwap Euro has adopted TPICAP's robust Personal Account Dealing ("PAD") requirements, procedures and associated monitoring programme. These controls are designed to prevent and manage the conflicts of interest that could emerge between iSwap Euro BV staff and its customers.

In particular, staff must obtain line manager and Compliance pre-approval for any PAD activities in relevant financial instruments, hold instruments for a minimum of 30 days and disclose material personal account holdings upon joining iSwap Euro.

Furthermore, the following general restrictions apply:

- Staff must not make any PAD decisions based on confidential information received in the course of their employment;
- Staff must not conduct PAD activities in products brokered by their desk or any derivatives of those products;
- Staff must not conduct PAD activities in securities issued by TP ICAP during TP ICAP's close periods.

- Staff must not conduct PAD activities in derivatives of TP ICAP securities that reference a TP ICAP benchmark at any time

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.

c) Outsourcing

To ensure a third party service provider of iSwap Euro does not use information obtained in the course of the arrangement to obtain a commercial advantage at the detriment of iSwap Euro or a customer, all outsourcing arrangements are required to have service level agreements in place which meet the applicable requirements such as SYSC 8 and Article 10 BMR.

d) Information barriers

The TP ICAP Group Infrastructure supports the operation of the iSwap Euro BV, Tullett Prebon, ICAP, Parameta Solutions, Liquidnet, LCM, MIDCAP, COEX and PVM brands being run as separate, distinct and competing businesses. Parameta Solutions is the only brand providing market data (excluding pre and post trade transparency data).

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 TPICAP 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.

e) 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.

f) 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.

g) Separate supervision and segregation of function

Where appropriate, iSwap Euro 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 may conflict. Such separation of duties maintains independence and prevents individuals from bias which could impair the proper management of conflicts of interest.

Benchmarks

In particular, 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 Parameta Solutions; a business unit separate and distinct from the broking activity of TPICAP broking divisions. This ensures all information submitted for the purposes of Benchmark activity is subject to independent controls and quality assurance checks.

Parameta Solutions has established committees to provide benchmark administration oversight and governance. These committees help to ensure that decisions are not made unilaterally, and content decisions are made in accordance with the Methodology Guides

h) TP ICAP Compliance Monitoring Programme

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