



**Applicable entity/entities:**

**Waystone Management Company (Lux) S.A.**

# Policy: Conflicts of Interest

**April 2024**

## **Contents**

1.	Introduction.....	2
2.	Applicable Legislation and/or Regulatory Requirements .....	2
3.	Purpose .....	2
4.	Scope .....	3
5.	Types of Conflicts .....	4
6.	Identifying, assessing and managing Conflicts of Interest .....	5
	Gravity assessment .....	5
	Conflicts of Interest in Delegated functions .....	6
	Governance .....	7
	Segregation of functions .....	8
	Remuneration .....	8
	Fees .....	8
	Personal Conflicts.....	8
	Disclosure to Clients .....	9
	Policies and Procedures .....	9
7.	Conflicts of Interest Register.....	9
8.	Error/Incident Escalation Process .....	10
	General topics applicable to all Clients and structures .....	10
	Specific topics applicable to UCITS and AIFs for which Waystone performs investment management.....	14

## 1. Introduction

Waystone Management Company (Lux) S.A. (hereafter “**Waystone**”, the “**Company**”, or the “**Manco**”) is a management company pursuant to Chapter 15 of the Law dated 17 December 2010 relating to undertakings for collective investments and is also an alternative investment fund manager (hereafter “**AIFM**”) pursuant to Chapter 2 of the Law dated 12 July 2013 relating to AIFMs. Waystone is subject to the prudential supervision by the Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier* (“**CSSF**”).

Waystone conducts its business according to the principle that it must manage conflicts of interest that could arise in the provision of the services and execution of activities fairly, both between itself and its clients (hereafter “**Client(s)**”) and between one Client and another.

For the purpose of this conflicts of interest policy (hereafter the “**Policy**”), “conflicts of interest” are defined as:

- a set of circumstances that creates a risk that a professional judgment or a decision regarding a primary interest will be unduly influenced by a secondary interest. In the case of Waystone, the primary interest refers to the requirement to act ethically and at all times in the best interests of our clients and their underlying clients.

Non-compliance with either the letter or spirit of Waystone policies is defined as misconduct and may result in the evoking of the Disciplinary Policy as outlined in the Waystone Employee Handbook. It is the responsibility of all employees to remain aware of and follow Waystone’s Policies and Procedures, and to escalate any incidents of non-compliance to their relevant supervisor and/or Risk or Compliance as the second line of defence.

## 2. Applicable Legislation and/or Regulatory Requirements

For the pursuit of this Policy’s purpose and objective, the following regulatory framework was considered as applicable:

- Directive 2009/65/EC
- Directive 2010/43/EU
- Directive 2014/91/EU (the UCITS V Directive)
- Directive 2011/61/EU
- Regulation (EU) 231/2013
- Delegated Regulation (EU) 438/2016
- CSSF Regulation 10-04
- CSSF Regulation 10-05
- CSSF Regulation 16-07
- CSSF Circular 18/697
- CSSF Circular 18/698.

## 3. Purpose

Pursuant to the above mentioned applicable regulation, where Waystone acts as AIFM to an alternative investment fund (hereafter “**AIF**”) or as management company performing the portfolio management function on behalf of certain undertakings for collective investment in transferable securities (hereafter “**UCITS**”) it manages (AIFs and UCITS, based either in Luxembourg or Ireland,

hereafter collectively referred to as “**Funds**” and each a “**CIS**” or “**Fund**”), Waystone is required to take all reasonable steps to:

- avoid conflicts of interest and, when they cannot be avoided,
- identify, adequately manage, and monitor and, where applicable, disclose those conflicts of interest to prevent them from adversely affecting the interests of the CIS and their investors and to ensure that the CIS they manage are fairly treated.

The obligation to manage conflicts of interest is extended to managing conflicts in such a manner to prevent them from adversely affecting the interests of the CIS or its investors, and to ensure that all CIS managed are fairly treated (particularly when Waystone undertakes the portfolio management function on behalf of the CIS it manages).

Therefore, the purpose of this Policy is to ensure that Waystone has established frameworks and controls to identify, monitor, and appropriately manage any conflicts of interest that may arise in relation to its activities or any managed Fund. The purpose of these controls is to ensure that the Company conducts its activities in the best interests of the CIS it manages, and in the best interests of the Fund’s investors.

#### **4. Scope**

This Policy:

- is appropriate to the size and organisation of Waystone and the nature, scale, and complexity of its business,
- identifies the circumstances which constitute or may give rise to a conflict entailing a material risk of damage to the interests of any managed Fund or its investors, and
- includes procedures to be followed and measures to be adopted to ensure that all applicable conflicts of interest that arise in the course of managing Funds, pertaining to the Manco, to any managed Fund, or between managed Funds, can be identified, monitored and managed at all times.

Furthermore, the Board of Waystone maintains and operates effective organisational and administrative arrangements with a view to taking all reasonable steps to identify, prevent, manage, and monitor conflicts of interest to prevent them from adversely affecting the interests of the managed Fund or the investors in those Funds.

Waystone has segregated, within its operating environment, tasks and responsibilities which may potentially generate systematic conflicts of interest, including the segregation of portfolio management and risk activities (*see Chapter 6 below*).

The Manco shall regularly assess whether its operating conditions may involve any other material conflicts of interest and disclose them to the investors in the Funds.

The Manco takes all reasonable steps to avoid conflicts of interest, and when they cannot be avoided ensures that the Funds it manages, and their investors, are fairly treated. Conflicts of interest identified shall be disclosed to investors in a durable medium such as the prospectus, the Annual Report to Shareholders or a shareholder circular if deemed necessary.

This Policy is applicable to all employees, (full-time, part-time, fixed term and casual employees), appointed representatives, as well as to all members of the Board. It shall be read, to the extent

necessary and on basis of the proportionality principle, in conjunction with similar policies adopted by other entities belonging to the same Waystone Group.

For the purpose of this Policy, “**Relevant Person(s)**” means a member of the Board of directors of Waystone, an employee of Waystone (as well as of any company of the same group as the case may be) as well as any other natural or legal person whose services are placed at the disposal and under the control (direct or indirect) of Waystone:

- who is involved in the provision of collective portfolio management services by Waystone, and/or
- who is directly involved in the provision of services to Waystone under a delegation arrangement to third parties for the purposes of the provision by Waystone of collective portfolio management services.

## 5. Types of Conflicts

This Policy applies to those conflicts of interest that may damage the interests of a managed Fund and that may arise between:

- 
- A managed Fund or the Fund’s investors and another Waystone client,
- Waystone and another corporate entity of its group, and,
- Two or more Waystone clients.

For identifying the types of conflict (including potential) that may arise in the context of its Fund management company activities and which may damage the interests of a managed CIS, Waystone takes into account:

- I. the interests of Waystone, including those deriving from its belonging to a group or from the performance of services and activities,
- II. the interests of its clients and its duty towards the managed Funds; and
- III. whether Waystone or a Relevant Person, or a person directly or indirectly linked by control to Waystone:
  - is likely to make a financial gain, or avoid a financial loss, at the expense of a managed Fund,
  - has an interest in the outcome of a service/activity provided to a CIS, its investors or another Fund or of a transaction carried out on behalf of the Fund, which is distinct from the Fund’s interest in that outcome,
  - has a financial or other incentive to favour: **(i)** the interest of another Fund, Clients or group of Clients, over the interests of another Fund or **(ii)** the interest of one Investor over the interest of another Investor (or group of Investors) of such Fund,
  - carries out the same business for the Fund and another Fund or another Waystone’s client/s, and/or
  - receives or will receive from a person other than the Fund an inducement in relation to a collective portfolio management service provided to such Fund, in the form of monies, goods or services other than the standard commission or fee for that service,
  - conflicts of interest that may arise because of the integration of sustainability risks in the Manco’s processes, systems, and internal controls (*e.g.*, Greenwashing, mis-selling, and misrepresentation of investment strategies). Specific examples of such conflicts will be defined at a Group level.

Each duly appointed Investment Manager or Investment Advisor is required to notify the Manco of any conflict of interest that it is aware of in respect of the Fund to which they are appointed and the steps to be taken in light of the obligations set out above. The Board shall ensure that such conflicts are resolved fairly and, where applicable, that the requirements for contracting with the Fund, as set out above, have been complied with.

## 6. Identifying, assessing and managing Conflicts of Interest

Should a conflict of interest arise, it must be managed promptly and fairly. Relevant disclosure shall be performed spontaneously to the compliance function of Waystone (the “**Compliance Function**”).

This disclosure shall be carried out through e-mail (addressed to [ComplianceLux@waystone.com](mailto:ComplianceLux@waystone.com)) for ensuring its record keeping.

Similar declaration shall be received by any natural person who is directly involved into the provision of collective portfolio management's services (including portfolio management) in favour of Waystone under a delegation agreement.

An indicative list of situations which may give rise to conflict of interests in respect to Waystone – together with the relevant mitigating controls – have been identified at section 8 hereunder.

### Gravity assessment

As better specified under point 7 hereinbelow, Waystone's Compliance function holds a dedicated Conflicts of Interest's register that details, *inter alia*, a list of potential/actual conflicts of interest related to Waystone.

Such register, in addition to the sections imposed under point 381 of the CSSF Circular 18/698, also includes a section called “Gravity assessment” which specifies the relevant Gravity rating assigned to each conflict.

The overall Gravity assessment results from the combined application of the criteria of (i) likelihood, and (ii) seriousness of possible harm of the concerned conflict.

The criteria of likelihood accepts three levels, namely:

- Low, when mitigation measures are in place to effectively manage the conflict,
- Medium, when mitigation measures are in place but they could not fully manage the conflict, or
- High, when Mitigating measures are in place but the conflict can not be mitigated.

The second criteria reflects the seriousness of the possible harm arising to the Company from the conflict of interest when the harm is materialized, and is classified as:

- Reduced, if the seriousness does not lead to regulatory breach, reputational damage or loss for clients and/or investors,
- Relevant, when the seriousness leads to marginal losses for clients and/or investors (without NAV impact) or change to client relationship RAG status, or
- Critical, when the seriousness leads to regulatory breach, termination of client relationship or material losses for client and/or investors (=loss with NAV impact).

The determination of the gravity according to the two factors is achieved by applying the below table:

Gravity	Seriousness of Possible Harm**		
	Reduced	Relevant	Critical
Likelihood*			
Low	Tolerable***	Tolerable	Accentuated
Medium	Tolerable	Accentuated***	Serious***
High	Accentuated	Serious	Serious

- A different set of remediation measures is then applied based on the relevant gravity risk rating assigned following such assessment, namely: **Tolerable**: no action is required.
- **Accentuated**: the Client must be informed about the fact about the possibility that the conflict cannot be completely managed
- **Serious**: the Client must be informed about the possibility that the conflict cannot be mitigated and, in case of the Client's *nulla osta*, Waystone shall evaluate whether to provide its services to the Client to avoid the negative consequences on its interests.

### Conflicts of Interest in Delegated functions

The criteria to assess whether a delegation by the Manco to a Service Provider conflicts with the interests of the Manco or the investors in a managed Fund includes, at a minimum, the following considerations:

- Where Waystone and the Service Provider are members of the same group or have any other contractual relationship, the extent to which the Service Provider controls the Manco or has the ability to influence its actions,
- Where the Service Provider and an investor in a managed Fund are members of the same group or have any other contractual relationship, the extent to which this investor controls the Service Provider or has the ability to influence its actions,
- The likelihood that the Service Provider makes a financial gain, or avoids a financial loss, at the expense of a managed Fund or the investors in a managed Fund,
- The likelihood that the Service Provider has an interest in the outcome of a service, or an activity provided to the Manco or a managed Fund,
- The likelihood that the Service Provider has a financial or other incentive to favour the interest of another client over the interests of a managed Fund or the investors in a managed Fund, and
- The likelihood that the Service Provider receives or will receive from a person other than the Manco an inducement in relation to the collective portfolio management activities provided to the Manco and the managed Funds in the form of monies, goods, or services other than the standard commission or fee for that service.

Potential conflicts of interest shall be deemed properly identified, managed, monitored, and disclosed to the investors of the managed Funds only if:

- The Manco ensures that the Service Provider takes all reasonable steps to identify, manage, and monitor potential conflicts of interest that may arise between the Service Provider and the Manco, the managed Funds, or the investors in the Funds. The Manco shall ensure that the Service Provider has procedures in place corresponding to those required under the AIFMD and UCITS requirements, and

The Manco ensures that the Service Provider discloses potential conflicts of interest as well as the procedures and measures to be adopted by it in order to manage such conflicts of interest and the Service

Provider shall disclose them to the managed Funds and the investors in the Funds in accordance with the AIFMD and UCITS requirements.

## Governance

Waystone has robust governance arrangements and management oversight.

Conflicts of interest of members of the Board are declared and addressed at Board level.

Key business decisions are taken by the committee of conducting officers (the “**Conducting Officers**”) and executives of Waystone (collectively, the “**Executive Committee**”) whose members understand Waystone’s obligations to manage and mitigate conflicts of interest. The Executive Committee reports to the Manco’s Board.

The Compliance Function is the central contact point for communication of potential or actual conflicts of interest and is generally tasked with discussing, registering, tracking, and, as the case may be, identifying conflicts of interest with the support of the internal functions and reports to the Conducting Officers, to the Executive Committee, and also directly to the Board.

Management information relevant to identifying conflicts is reviewed by the Conducting Officers.

Waystone adheres to the code of conduct published by the Luxembourg association of the fund industry (ALFI Code of Conduct).

Waystone may assist with the identification, prevention, and management of governance-related conflicts of interest at the level of the CIS it manages, with a view to protect the best interests of the investors of such CIS.

This Policy is reviewed at least annually with any changes approved by the Board and being it binding, it shall be included in Waystone’s internal internet and made available to all its staff and formally acknowledged by it.

### **Considerations for Directors/Committee members**

Directors are required to disclose any changes to their status or any conflicts at the outset of each board meeting. Directors are required to exclude themselves from any decision making in relation to an issue in which they have a declared interest. Such exclusion will be reflected in the minutes of the relevant Board Meeting.

Once a declaration of a potential conflict of interest is made in relation to a particular matter, where a director or voting member of committee is conflicted, they should not take part in any discussion of the matter, although he or she may provide further information on the nature of the conflict or on the matter being discussed if asked to by the other board members.

The conflicted individual should also not participate in any vote or decision on the matter, although the other board members may decide to include the director in the quorum for the meeting if they believe it is appropriate and it is permitted by the Company’s Articles.

The conflicted director/individual should offer to leave the meeting room while the matter is being discussed, or he or she may be asked to leave, and should normally do so unless all other directors agree that the risk of actual conflict is minimal, for example when discussing entering into a routine contract on fully commercial terms with a third party connected with the director.

### **Procedure when all directors are conflicted, or a quorum of unconflicted directors is not possible**

There will be occasions when all the directors of the board present at a meeting will be conflicted, but it will still be necessary for the board to make a decision, for example, in considering matters

relating to directors' fees or other common terms of appointment. In such cases, the directors must seek alternative solutions. One option is to obtain benchmarking references, advice, or recommendations from external sources independent of the board. Another is to look for recommendations from another source whose interests in the particular matter might be considered to be aligned with the investors, such as the investment manager.

#### People related to a Director

Business partners and associates, family members and close friends, as well as employers and shareholders, should be considered as related to a director, and covered by this policy.

## Segregation of functions

Waystone has adopted measures able to prevent the exchange of information among persons involved in potentially conflicting activities, namely:

- Waystone has implemented clearly defined reporting lines to provide for separate supervision of Relevant Persons. An organisation chart is maintained by the People and Development department subject to approval by the Executive Committee.
- Waystone has structured its senior management and various committees (e.g., valuation committees, investment management committee, risk management committee, etc.) to ensure segregation of duties and of information where the exchange of such information may harm the interest of Clients to avoid conflicts of interest wherever possible.
- With specific respect to the Portfolio Management Team, through which asset management activities may be performed internally on behalf of a given CIS (e.g., management of liquid assets and cash for UCITS, management of certain illiquid asset classes for AIFs), relevant safeguards and measures have been taken to ensure confidentiality, data integrity, and fair treatment of Clients.
- Waystone has a documented compliance monitoring program, to undertake independent monitoring of regulatory obligations, including the management of conflicts of interest.

## Remuneration

Waystone has documented its approach to remuneration and compensation arrangements.

Waystone's interests and those of its employees are mostly aligned with those of Clients.

## Fees

Fees and costs are in line with standard market rates, are clearly laid out and documented in the agreements with Clients.

## Personal Conflicts

Employees and members of the Board are required to disclose in writing any conflicts of interest upon commencement of employment/function, on a yearly basis (and in case of the relevant situation (if any) changes), by submitting a specific declaration. Employees may not accept any other concurrent professional activity unless there is prior approval by the Executive Committee.

Employees will disclose any conflicts of interest directly to the Compliance Function. No employees<sup>1</sup> shall deal for their own account in the shares of any client funds to which WMC has been appointed

---

<sup>1</sup> Including Directors and Board members.

as Investment Manager without prior consent of the Board. Such permission shall only be forthcoming where such dealing is in accordance with the regulatory requirements.

Each member of the Board will disclose any potential conflicts of interest with regards to the points at the agenda of the meeting of the Board, at each meeting of the Board. Similar provisions shall be applicable and proportionate to any other standing committee members (e.g., client acceptance committee, valuation committee, etc.).

A declaration of an interest should include sufficient details of the potential conflict, including any monetary values involved where relevant, to enable the other directors to gauge the true nature, size, and potential impact of the conflict on the Company and the ability of the board to exercise its powers of decision making, assuming the procedures outlined in this policy are followed (see below).

## Disclosure to Clients

Should organisational or administrative procedures adopted prove to not be sufficient to prevent, with reasonable certainty, the risk of damages to the interests of the Clients or the relative unit holders, after internal immediate information so to take any necessary decisions in the best interest of the Clients and the relative unitholders, investors shall be informed regarding such situations using any appropriate durable medium justifying its decision.

WMC shall clearly disclose to the client:

- (a) the general nature,
- (b) the sources, and
- (c) the steps taken to mitigate those risks,

before undertaking business on the client's behalf.

Such disclosures to the client shall include sufficient detail, considering the nature of the client, to enable the client to make an informed decision with respect to the investment service or ancillary service, or a combination thereof, in the context of which the conflict of interest arises.

## Policies and Procedures

Waystone has comprehensive policies and procedures in place.

Such policies and procedures are designed to establish consistent controls to manage and mitigate conflicts. Associated with this Policy should be considered: **(1)** the Code of Conduct, **(2)** the Gifts and Entertainment Policy, **(3)** the Inducements Policy, and **(4)** the Remuneration Policy.

All procedures are reviewed annually and/or when there is significant change to the business model or to the concerned regulatory framework, to ensure that policies and procedures are current and effective.

## 7. Conflicts of Interest Register

Waystone's Compliance function holds a dedicated conflicts of interest's register that seeks to identify, document, assess and, as the case may be, mitigate potential and actual conflicts of interest.

Once a declaration is made, Compliance will be required to record the declaration in a register of interests which will be available for review by the members of the board at any time. The Company Secretary will also be asked to include a record of the procedure followed by the board in considering the matter in relation to which the declaration is made in the minutes of the meeting.

The Compliance Function presents the Conflicts of Interest's register to the Board of Waystone on, at least, an annual basis.

## 8. Error/Incident Escalation Process

Any breach of this policy shall be escalated and documented as outlined in the WMC Procedure for Managing and Reporting Investment Breaches, Incidents and Errors.

Non-compliance with either the letter or spirit of this Policy may result in disciplinary action against an employee or employees, including, but not limited to: mandatory retraining, reduction in or loss of contingent employee benefits, and/or termination. The level of disciplinary action that may result is dependent on several factors, including: the severity of the event, whether the non-compliance was wilful or accidental, and the willingness of the relevant parties to engage in transparent and efficient escalation and correction of the matter.

It is the responsibility of all employees to remain aware of and follow WMC's Policies and Procedures, and to escalate any incidents of non-compliance to their relevant supervisor and/or Risk or Compliance as the second line of defence.

### General topics applicable to all Clients and structures

Issue	Potential Conflict	Mitigating Controls
<b>Outside Business Activities and / or Directorships</b>	Employees and / or senior management of Waystone ( <i>i.e.</i> , Executive Committee) and the members of the Board undertake outside business activities which may conflict with the interests of Clients of Waystone or the interests of Waystone itself.	Disclosure and approval of all outside business activities by Waystone's Executive Committee for all employees and management. Waystone also has a code of conduct specifically for the management company activities and a dedicated policy on external mandates held by staff to be considered for the purpose of mitigating potential conflicts.
	Conflicts may arise in terms of time required in order to perform duties and attend meetings.	Potential conflicts of interest are usually specifically addressed in the constitutive documents of the funds managed and are described in the prospectus. Declarations of conflicts of interest are required.
		Employees and / or senior management are required to declare their mandates and highlight any issues arising on a regular basis. The members of the Board are required to declare any potential conflict of interest at each meeting of the Board. The same principle shall apply to any other standing committee of the Board (e.g. Client Acceptance Committee) and similar guidance may also be provided at Client level.
<b>Governance-related types of potential conflicts</b>	Cases involving Waystone acting as management company/AIFM and certain employees of Waystone acting as fund board	Relevant information is escalated to the Compliance Function and logged accordingly for the purpose of screening potential conflicts. Relevant actions are taken on an ad hoc basis.

	members or managers of a general partner for a given CIS	A Waystone staff member performing a directorship mandate relating to a Waystone client should discharge his/her duties on an independent basis taking into account standard conduct of business rules (e.g., ALFI/ILA code of conduct) and may accordingly not <i>per se</i> influence decisions taken by Waystone clients from a corporate governance perspective in the sole interests of Waystone. In any event if a conflict arises, the relevant staff member shall abstain from voting.
	In case one or more members of the governing body of a CIS managed by Waystone is/are also members of the governing body (or key persons directly involved in the portfolio management of such CIS, as the case may be) of the entity to which the portfolio management function of such CIS has been delegated, Waystone will perform, as an independent third party management company and on a best effort basis, objective evaluation and controls on a case-by-case basis in relation to the delegated portfolio management function to prevent, detect and mitigate any potential conflict of interest having an impact on the governance of the CIS managed.	Relevant information is noted by the relevant Waystone team member in charge of the relevant client and shared internally with relevant stakeholders for general assessment purposes and determination of further actions on a case-by-case basis. In addition, and as the case may be, the corporate secretary of the governing body of the relevant CIS may support the identification and mitigation of any actual or potential conflict to the extent necessary with a view to protect the best interests of the investors.
<b>Independent performance of risk management function</b>	The risk management function should operate independently from other business functions, in particular, portfolio management.	Waystone allocates and employs dedicated staff acting as risk managers with an independent reporting line to the Chief Operating Officer and to the managing body of the Client's fund.
<b>Independent performance of portfolio management function</b>	The portfolio management function, in particular when performing investment management activities internally, should operate independently from other business functions, in particular, risk management.	Waystone allocates and employs dedicated staff acting as portfolio managers with an independent reporting line to the Chief Executive Officer and to the managing body of the Client's fund.
<b>Delegation</b>	Where Waystone delegates key functions to third parties that have other Clients and/or competing obligations	Written agreements are put in place with third parties.

		Where applicable, third parties are required to disclose conflicts to Waystone.
		Ongoing oversight of delegated functions.
<b>Personal Account Dealing</b>	Where employees /partners of The Directors undertake personal securities transactions while potentially in receipt of material non-public information or front run Client accounts.	Waystone has implemented a Private Investment Transaction Procedure.  There is a prohibition on use of inside information and awareness within people in charge of portfolio management activities of rules and practices relating to the prevention of market abuse.
	Directors dealing for their own account in the shares of any managed Fund or otherwise with the Funds, including acquiring assets from or selling assets to a Fund.	None of the Directors shall deal for their own account in the shares of any managed Fund or otherwise with the Funds, including acquiring assets from or selling assets to a Fund, without the prior consent of the Board. Such permission shall only be forthcoming where such dealing is in accordance with the requirements of the Rules and the listing requirements of the Stock Exchange where the shares in a Fund are listed.
<b>Gifts and Inducements</b>	Where gifts and inducements given to or received by brokers/service providers in the form of monies, goods or services, other than the standard commission or fee for that service that may influence the business relationship to the detriment of the Client.	Waystone documents its approach to gifts in the Company Staff Handbook and the Inducement Policy.  For certain of the managed Funds, the Manco does not carry out any trades in respect of the assets of the Funds. In such cases, trades are executed either by the Investment Manager or passed to a third party for execution. Accordingly, it is appropriate for the Manco to have regard to the Investment Manager's policy in relation to inducements. The Manco will receive confirmation from each Investment Manager that their conflicts of interest policy meets the relevant requirements of the Rules in this regard. For the managed Funds where the Manco does execute trades on behalf of the Funds, the Manco has adopted a policy in relation to inducements to ensure conflicts of interest are managed in the best interests of the investors in the Funds.
<b>Undue Influence</b>	Where a member of the Executive Committee could apply undue influence on Waystone to accept a potential Client and/or service provider in which they have a	Waystone has a Client Acceptance Procedure in place.  Waystone endeavours to avoid conflicting mandates.

	<p>personal interest or to act in favour of an existing Client in which they personal interest.</p>	<p>Waystone will close business relationships if required.</p> <p>Mandates of the Executive Committee have to be declared. In case a Relevant Person deems to have been exposed to undue influence in performing its activity, it may disclose this situation to the Compliance Function.</p>
<p><b>Fees and costs</b></p>	<p>Waystone could act in a way to maximise its fees</p>	<p>Fees and costs are clearly documented in prospectuses, annual reports and Client agreements.</p> <p>Fees and costs are regularly reviewed.</p>
<p><b>Connected and Related Party Transactions</b></p>	<p>Appointment of Fund Services Providers ('FSP') to a Fund</p>	<p>The Manco, the managed Funds and the Fund Services Providers are subject to the CSSF's requirements relating to connected person and related party transactions, details of which are reflected in the Fund Documentation for each Fund and/or in the various FSP Agreements. The appointment of an FSP to a Fund is not, in and of itself, a Connected or Related Party Transaction, and any monies paid to or from the fund under the terms of such appointment Agreements are excluded from the scope of connected and related party transactions.</p> <p>Any other transaction between a managed Fund and an FSP, or a group company of the FSP or their delegates, or with any entity in which the FSP or its group holds 20 percent or more of voting rights, or any joint undertaking with the FSP or a group company, will also be considered a connected/related persons transaction. The Manco will ensure such transactions are conducted at arm's length in the best interests of the investors in the Fund, and subject to depositary notification, in line with the CSSF's requirements.</p>
<p>AIFs engaging into loan origination activities</p>	<p>ESMA 2016/596 opinion on loan origination states that AIFMs managing loan-originating AIFs should be required to have specific policies, processes and procedures in place. With specific respect to potential conflicts of interests which may arise in that respect, Waystone shall pay specific attention to the following</p>	<p>Waystone shall obtain all information on any lending activity performed at the level of the AIFs it manages, regardless of the fact that the portfolio management function is performed internally or delegated to a third party. Ad hoc documentation on the potential conflict and relevant communication to all stakeholders shall be performed to the relevant extent.</p>

	<p>cases when acting as AIFM of AIFs engaging into loan origination activities:</p> <ul style="list-style-type: none"> <li>- a portfolio manager (be it Waystone or its delegate) that invests in equity instruments and debt instruments or in loans (or in debt instruments with different seniorities) of a single issuing body for two different AIFs that it manages (if the clients of the AIFs are different); and</li> <li>- in the case of a delegated AIF portfolio manager belonging to a bank group, when the relevant AIF lends to a company that has had a business relationship with the group's credit institution.</li> </ul>	<p>Relevant provisions on Waystone's general approach to loan origination may also be found in the dedicated Loan Origination Policy.</p>
<b>Intra group conflict</b>	<p>Directors and employees who have other roles or interests within the Waystone Group that could create a conflict in terms of decision making and/or the time and resources needing to be devoted</p>	<p>Service Level Agreement in place between entities, relevant disclosure to be made shall enable appropriate mitigation.</p> <p>In addition:                      Segregation of duties and reporting lines                      Senior Management Accountability                      Management and supervision                      Code of Ethics                      Training                      Internal declaration of interest</p>

**Specific topics applicable to UCITS and AIFs for which Waystone performs investment management**

Issue	Potential Conflict	Mitigating Controls
-------	--------------------	---------------------

<b>Valuation</b>	<p>Where Waystone may exercise influence over valuations of hard to value securities in its favour, which may increase fees and/or assets under management. The ability of Waystone to influence the reported valuation of its Client(s) fund(s) could be to the detriment of investors entering or exiting the Client(s) fund(s).</p> <p>Where external valuation agents are appointed Waystone must ensure that they act in the best interest of the investors.</p>	<p>Waystone has a dedicated Valuation function and documented valuation policies applicable to the CIS managed.</p> <p>Independent administrators are appointed for Client(s) fund(s).</p> <p>Waystone conducts initial and ongoing due diligence on the external valuation agents.</p> <p>Periodic external audits of asset valuations are performed.</p> <p>The independent valuation committee has no voting rights or influence on the portfolio management function.</p>
<b>For Private Equity Funds: Exit phase</b>	<p>Delaying the wind down of a fund to prolong receipt of fees</p>	<p>Waystone is obliged to manage CIS in the best interest of Clients and the wind down of a fund is decided by the board or GP of the CIS and/or in line with the offering documents.</p>
<b>Investment Management Decisions</b>	<p>Potential influence on investment decisions.</p>	<p>Waystone’s investment management committee meets regularly to review the portfolio in detail and to analyse the investment recommendations provided by the investment advisor before recommending to Waystone to take investment decisions and to place deals.</p>
	<p>Potential conflicts of interest within the portfolio management team in the context of its portfolio management (“<b>PM</b>”) activities provided to Clients having similar investment strategies on comparable asset classes and potentially identical target investments</p>	<p>Waystone has implemented appropriate measures for the purpose of establishing adequate segregation of tasks performed by the PM team (“<b>PM Team</b>”) assisting the members of the relevant investment committee. A dedicated investment committee will be established in respect of each Client for which Waystone performs the PM function. Waystone has organized its PM function in such a way to avoid potential conflicts of interest by ensuring that the relevant investment committees (of Clients having similar investment strategies on comparable asset classes and potentially identical target investments) are not composed in their majority by the same members.</p> <p>At PM Team level, the segregation is implemented by assigning the transaction to a specific PM Team member and a by creating a secured sub-folder in the system specifically dedicated to the transaction with a restricted access to such dedicated sub-folder reserved</p>

to the investment committee and the relevant PM Team member.

For the avoidance of doubts after completion of the relevant transaction, the entire PM Team will retain normal access to the ongoing information relating to the Client's portfolio in order to ensure continuous supervision of the Client's assets on an ongoing basis. Such an access may also be granted to Waystone operational teams on a post-trade basis for related reviews and analysis of transaction-related data.

<b>Redemption of investments in an open-ended AIF and incentive to invest into illiquid assets.</b>	When managing an open-ended AIF, Waystone shall identify, manage and monitor conflicts of interest arising between investors wishing to redeem their investments and investors wishing to maintain their investments in the AIF, and any conflicts between Waystone's incentive to invest in illiquid assets and the AIF's redemption policy.	Waystone has implemented relevant measures from an internal PM Team organisation perspective – in particular, relevant discussions take place at investment committee level prior to any redemption of investments in a given AIF to prevent any potential conflict arising between investors. Moreover, Waystone takes into account the redemption policy of the AIFs it manages when taking investment decisions relating to illiquid assets for the purpose of preventing any conflict of interest. Therefore, It is not considered that conflicts would arise in respect of investors wishing to redeem investments and investors wishing to maintain their investments in Funds managed by the Manco, on the basis that the redemption policy of each Fund is clearly disclosed in the Fund Documentation as are the investment policies, including any permitted investment by the Fund in illiquid assets and the impact that this may have on the ability to redeem.
<b>Delegation of functions</b>	In the case of a CIS where Waystone delegates key functions to third parties that have other Clients and/or competing obligations.	Waystone performs initial and ongoing due diligence on service providers to whom key functions are delegated.  Written agreements exist with all third parties.  Where applicable, third parties are required to disclose conflicts of interest to Waystone.
<b>Trade Allocation, Order</b>	Waystone could potentially give priority in trade allocation or order aggregation to one Client over other Clients.	Waystone has a documented best execution policy including overall guidance for trade allocation and order aggregation.

<p><b>Aggregation and Best execution</b></p>		<p>Trade allocation and order aggregation are monitored by Waystone as well as the retrospective verification that best execution has been obtained and that orders have been fairly allocated in line with the policy.</p>
<p><b>Strategies for the Exercise of Voting Rights</b></p>	<p>Generally the Manco does not exercise any voting rights attaching to assets of the Fund where the investment mandate has been given to the Investment Manager.</p> <p>Managed Funds where the Manco performs the investment management activities</p>	<p>The Board through the Client Acceptance Committee and/or the checks by the Delegates Risk Oversight Unit - has sought and obtained confirmations from each Investment Manager that it has policies and procedures in relation to the exercise of voting rights. Based on the confirmations and information received from each Investment Manager, the Board is satisfied with the policies and procedures of the Investment Manager.</p> <p>Strategies have been adopted for determining when and how any voting rights held in the managed Funds' portfolios are to be exercised, to the exclusive benefit of the Fund concerned and its investors.</p>
<p><b>Duality of function</b></p>	<p>A person carries on the same activities for a given CIS and for another Client (including a Client not being an AIF). A person carries out different functions for the same CIS.</p>	<p>Waystone has established Chinese Walls by way of allocating individuals to various committees to ensure no cross-over of committee membership and clear segregation of functions.</p>
<p><b>Recording of Portfolio Transactions</b></p>	<p>Managed Funds where the Manco does not carry out any trades in respect of the assets of the Funds, rather all such trades are executed by the Investment Manager.</p> <p>Managed Funds where the Manco does execute trades on behalf of the Funds.</p>	<p>It is appropriate for the Manco to have regard to the policy of the Investment Manager insofar as it relates to recording of portfolio transactions. Based on the confirmations and information received from each Investment Manager, the Board -through the Client Acceptance Committee and/or the checks by the Delegates Risk Oversight Unit- has satisfied itself that the Investment Managers' policies meet the relevant requirements in all material respects.</p> <p>The Manco has adopted a policy for the recording of portfolio transactions to ensure that for each transaction there is a record of information which is sufficient to reconstruct the details of the trade order and that the executed transaction is produced without delay.</p>



## Appendix 1 – Glossary of Terms and Acronyms

Acronym/Term	Definition

## Appendix 2 – Responsibility Matrix

Requirement	Responsible	Accountable	Support	Consulted	Informed
Register of Conflicts of Interest	Compliance	Compliance Officer		Executive Committee	Board

## Appendix 3 – Version Control History

Note that the below table must be completed for all amendments made to policy, regardless of whether or not Board approval is required.

Version#	Major/Minor/Annual Review	Updated By	Review Date	Approved By	Approval Date	Reason for/Explanation of Changes
1.0	Major	Compliance	September 2019	Board	October 2019	Set up
2.0	Major	Compliance	May 2021	Board	June 2019	Rebranding-related changes and other editorial updates Removal of The Directors' Office from the conflicts of interest register under sub section "Governance related type of conflicts" as they are no longer shareholders of the entity
2.1	Annual Review	Compliance	February 2024	Board	March 2024	Annual review Harmonisation in a Group's perspective and updates re ESG
2.2	Major	Compliance	April 2024	Board	May 2024	Introduction of a gravity risk rating and further reference to ESG sustainability risk related Conflicts

## Appendix 5 – Conflicts of Interest Register

## Conflict of Interest Policy March 2024

#	Col Description	Type of conflict of interest (Potential vs. Actual)	Conflicting Parties	Impacted Client(s)	Col Identification Date	Impacts	Likelihood	Seriousness of Possible Harm	Gravity	Mitigants	Arrangements for informing investors	Updates	Status	Signature