

Conflicts of Interest Policy



Lindholm Capital Ltd is an Investment Dealer (Full-Service Dealer, excluding Underwriting), regulated by the **Financial Services Commission ('FSC') in Mauritius** under the license number **GB21026537** (hereinafter referred to as "**LCL**" or the "**Company**").

The Company has an affirmative duty of care, loyalty, honesty, and good faith to act in the best interest of its clients. All supervised persons¹ must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest."

A conflict of interest may arise if the supervised person's personal interest interferes, or appears to interfere, with the interests of the Company or its clients. A conflict of interest can arise whenever a supervised person takes action or have an interest that makes it difficult for him/her to perform his/her duties and responsibilities for the Company honestly, objectively and effectively.

While it is impossible to describe all of the possible circumstances under which a conflict of interest may arise, listed below are situations that most likely could result in a conflict of interest and that are prohibited under the Company's Code of Ethics:

- Access persons may not favor the interest of one client over another client (e.g., larger accounts over smaller accounts, accounts compensated by performance fees over accounts not so compensated, accounts in which employees have made material personal investments, accounts of close friends or relatives of supervised persons). This kind of favoritism would constitute a breach of fiduciary duty; and
- Access persons are prohibited from using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including by purchasing or selling such securities.
- Access persons are prohibited from recommending, implementing or considering any securities transaction for a client without having disclosed any material beneficial ownership, business or personal relationship, or other material interest in the issuer or its affiliates, to the Compliance Officer ('CO'). If the CO deems the disclosed interest to present a material conflict, the investment personnel may not participate in any decision-making process regarding the securities of that issuer.

Pursuant to paragraph 3.4.1 of the Anti-Money Laundering and Countering the Financing of Terrorism Handbook issued by the FSC in January 2020 (the "**FSC Handbook**"), the circumstances of the Company may be such that, due to the small number of employees, the CO holds functions in addition to its functions of the CO as prescribed under Mauritius laws and regulations, or is responsible for other aspects of the Company's operations. Where this is the case, the Company must ensure that any conflicts of interest between the responsibilities of the CO role and those of any other functions are identified, documented and appropriately managed. The CO however should be independent of the core operating activities of the Company and should not be engaged in soliciting business.

The Company and its officers will act in the best interest of its clients.

¹ "Supervised Persons" means directors, officers, and partners of the Company (or other persons occupying a similar status or performing similar functions); employees of the Company; and any other person who provides advice on behalf of the Company and is subject to the Company's supervision and control.

- An interests register will be kept by the Company.
- The personal interests of a director, or persons closely associated with the director, must not take precedence over those of the Company and participants.
- A director should make his/her best effort to avoid conflicts of interest or situations where others might reasonably perceive there to be a conflict of interest.
- Full and timely disclosure, in writing, of any conflict, or potential conflict relating to directors and management must be made known to the Board.
- Where an actual or potential conflict does arise, on declaring their interest and ensuring that it is entered on the Register of interests of the Company, a director can participate in the debate and/or indicate their vote on the matter, although such vote would not be counted. The director must give careful consideration in such circumstances to the potential consequences it may have for the Board and the Company.
- Directors should recognise that their duty and responsibility as director is always to act in the interests of the Company and not any other party.
- Directors and officers must treat confidential matters relating to the Company, learned in his/her capacity as director/officer, as strictly confidential and must not divulge them to anyone without the authority of the Board. The Board must consider each such request on its merits and on a case-by-case basis.

Managing Conflicts of Interest

It is vital for the Company which will be carrying out more than one regulated activity vis-a-vis its clients, to identify and manage any conflict of interest that may arise in the course of providing such services.

Conflict of interest may arise between the Company's interest and that of its client and between the interests of one client and another. The Company shall endeavour to manage these conflicts of interest by:

- Establishing well defined Chinese walls segregating the Management Functions and Advisory Functions;
- Independent oversight;
- Disclosure;
- Declining to provide the service.

A conflict-of-interest register shall be kept by each Committee. Any conflict-of-interest situation or potential conflicts' situation should be reported immediately to the relevant Committee who shall escalate it to the Board of the Company.



Gifts and Entertainment

Supervised persons should not accept inappropriate gifts, favors, entertainment, special accommodations, or other things of material value that could influence their decision-making or make them feel beholden to a person or firm. Similarly, supervised persons should not offer gifts, favors, entertainment or other things of value that could be viewed as overly generous or aimed at influencing decision-making or making a client feel beholden to the Company or the supervised person.

No supervised person may receive any gift, service, or other thing of more than de minimis value from any person or entity that does business with or on behalf of the ID. No supervised person may give or offer any gift of more than de minimis value to existing clients, prospective clients, or any entity that does business with or on behalf of the ID without written pre-approval by the CO. The annual receipt of gifts from the same source valued at \$250.00 or less shall be considered de minimis. Additionally, the receipt of an occasional dinner, a ticket to a sporting event or the theater, or comparable entertainment also shall be considered to be of de minimis value if the person or entity providing the entertainment is present. All gifts, given and received, will be recorded in a log to be signed by the supervised person and the CO and kept in the supervised person's file.

No supervised person may give or accept cash gifts or cash equivalents to or from a client, prospective client, or any entity that does business with or on behalf of the adviser.

Bribes and kickbacks are criminal acts, strictly prohibited by law. Supervised persons must not offer, give, solicit or receive any form of bribe or kickback.

Political and Charitable Contributions

Supervised persons that make political and charitable contributions, in cash or services, must report each such contribution to the CO, who will compile and report thereon as required under relevant regulations. Supervised persons are prohibited from considering the ID's current or anticipated business relationships as a factor in soliciting political or charitable donations. This policy is only enforced if a government entity is a client of the Company.

Confidentiality

Supervised persons shall respect the confidentiality of information acquired in the course of their work and shall not disclose such information, except when they are authorized or legally obliged to disclose the information. They may not use confidential information acquired in the course of their work for their personal advantage. Supervised persons must keep all information about clients (including former clients) in strict confidence, including the client's identity (unless the client consents), the client's financial circumstances, the client's security holdings, and advice furnished to the client by the Company.

Service on Board of Directors

Supervised persons shall not serve on the board of directors of publicly traded companies absent prior authorization by the CO. Any such approval may only be made if it is determined that such board service will be consistent with the interests of the clients and of the Company, and that such person serving as a director will be isolated from those making investment decisions with respect to such Company by appropriate procedures. A director of a private company may be required to resign, either immediately or at the end of the current term, if the Company goes public during his or her term as director.

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Relationships with Regulatory Bodies

Officers may come into contact with representatives from regulatory bodies during the course of their work. Officers are expected to deal with the Regulators in a cooperative manner and must comply with any disclosure obligations in a prompt manner.