



**Conflicts of interest policy of
IQ EQ Fund Management (Luxembourg) S.A.**

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Distribution and Sign Off

The table below provides details of who is responsible for approval and sign-off of this document; any significant changes or alterations will also require approval.

Role	Information / Sign Off	Sign Off Date
Conducting Officers of the AIFM	Sign off	27/01/2023
Board members of the AIFM	Sign off	27/02/2023

1. DEFINITIONS

AIF	means any Alternative Investment Fund managed by IQEQ FM acting as appointed AIFM listed in Annex 1
AIFM	means IQEQ Fund Management S.A. (hereafter IQEQ FM) appointed as an alternative investment fund manager
AIFM Directive	means Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers.
Business Services	means, for the purpose of this policy and according to the AIFM Directive, all forms of AIFM duties and activities, including but not limited to portfolio management, risk management, advisory activities, overall AIFs management duties, reporting duties, AIF and investors' interests carrying etc.,
BoD	means Board of Directors of IQEQ FM acting as AIFM

Client means:

- existing clients,
- potential clients (where AIFM is seeking to enter into a contractual relationship in respect of Business Services)
- past clients where fiduciary or other duties remain in place.

Client includes AIFs as well as their shareholders in business relationship with the AIFM.

Conflicts of interest (or "Conflict(s)") means the act of pursuing the interests of particular firms or investors at the expense of the interests of others and it could occur between the client – investor, issuer, etc. – and the market intermediary carrying out a single or multiple financial investment services, or between different clients or market intermediaries.

Conflicts of interest involve a failure by a company (the "Company") to act in the best interests of its shareholders and will typically involve a material risk of damage to the interests of that shareholder.

Either the company or its staff or directors may gain a benefit at the expense of a loss or disadvantage to a shareholder or one shareholder may gain a benefit at the expense of a loss or disadvantage to another shareholder.

When assessing a potential conflict of interest the company must consider whether it, its staff and relevant persons or delegates:

- a) are likely to make a financial gain, or avoid financial loss, at the expense of the company's shareholders;
- b) have a distinct interest in the outcome of the service provided to the company's shareholders or of a transaction carried out on behalf of the shareholders;
- c) have a financial or other incentive to favor the interest of another client or group of clients over the interests of the company's shareholders; or

d) receive, or will receive, from a person other than the Company an inducement in relation to the collective portfolio management activities provided to the Company, in the form of monies, goods or services, other than the standard commission fee or fee for that service.

CSSF means Commission de Surveillance du Secteur Financier, the Luxembourg supervisory authority

Delegate means any third party service provider appointed by IQEQ FM by way of specific arrangements to carry out some activities falling under IQEQ FM's responsibilities.

Delegation: As a definition, delegation occurs when a firm, such as IQEQ FM acting as alternative investment fund manager makes arrangements with third parties ("delegates") to carry out some activities falling under their responsibilities.

Depository means the depository of the Fund appointed and operating pursuant to Article 19 of the AIFM Act.

Fund means any AIF managed by IQEQ FM acting as an AIFM

Inducement means a fee, commission or non-monetary benefit paid or provided to or by a third party or a person acting on behalf of a third party in relation to the provision of an investment or ancillary service, with the exception of proper fees which enable or are necessary for the provision of investment or ancillary services (audit fees, settlement and exchange fees, legal fees etc.).

Investors refers to the investors of the AIF(s) managed

Personal transaction in a broad sense, means a relevant person (or on behalf of a relevant person) advising, procuring, disclosing confidential information, or transacting, outside of the proper course of his employment or contract for services.

Relevant person means:

- a Director, a Conducting Person, or equivalent, manager or appointed representative of the AIFM
- a Director, partner or equivalent, or manager of any appointed representative of the AIFM
- an employee of the AIFM or of an appointed representative of the AIFM
- any other natural person whose services are placed at the disposal and under the control of the AIFM or who is involved in the provision by the AIFM of Business Services
- any other natural person whose services are placed at the disposal and under the control of the AIFM or who is involved in the provision of services to the AIFM or its appointed representative under an outsourcing arrangement for the purpose of the provision by the AIFM of Business Services
- the AIFM shareholders and the AIFM subsidiaries, knowing that the relations between the AIFM and its shareholders and subsidiaries can lead to a conflict of interest.

2. Purpose of the policy

This policy applies globally to all divisions/departments within the AIFM and to all relevant persons, including non-permanent staff working on behalf of AIFM and all its AIFs.

This policy sits, together with the AIFM internal code of conduct, above all existing AIFM policies and procedures referencing the identification and management of potential Conflicts of Interest and forms the basis for any division/department specific procedures. This policy should also be read together with the Internal Governance Arrangements and Whistleblowing Policy as the internal governance should be structured, amongst others, around the management of conflicts of interests.

The following regulatory requirements have been considered when defining this policy:

- the Commission Delegated Regulation (EU) No. 231/2013 of 19 December 2012 (“Delegated Regulation”) supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision.
- the Luxembourg Law of 12 July 2013 on alternative investment fund managers (“AIFMD Law”), transposing the Directive 2009/65/EC.
- the ALFI Code of Conduct for Luxembourg for Luxembourg Investment Funds (“ALFI Code of Conduct”) which the Company undertook to respect
- the CSSF circular 18/698 applicable regarding the authorisation and organisation of investment fund managers incorporated under Luxembourg law
- COMMISSION DELEGATED REGULATION (EU) 2021/1255 of 21 April 2021 amending Delegated Regulation (EU) No 231/2013 as regards the sustainability risks and sustainability factors to be taken into account by Alternative Investment Fund Managers CSSF Regulation No 10-4 as amended by CSSF Regulation No 22-05 as regards organisational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a depositary and a management company

In addition, the policy outlines the related actions and processes followed by AIFM in order to meet its obligations and, in particular, to set out the principles aiming to:

- Identify circumstances which may give rise to a Conflict of Interest entailing a material risk of damage to the interests of the Client, including conflicts of interest that may arise as a result of the integration of sustainability risks in their processes, systems and internal controls. Those conflicts may include conflicts arising from remuneration or personal transactions of relevant staff, conflicts of interest that could give rise to greenwashing, mis-selling or misrepresentation of investment strategies and conflicts of interests between different AIFs managed by the same AIFM;
- Establish appropriate mechanisms, procedures, rules and systems to mitigate the risk of such Conflicts and prevent them;
- Maintain and review such procedures and systems designed to prevent any Conflict of Interest, taking into account any actual damage to the Client’s interests
- Maintain registers of such Conflicts of interest (including potential Conflicts of interest)
- Define measures in order to manage Conflicts

Taking into consideration that AIFM is part of IQEQ Group providing a wide range of financial services, it is expected that in the normal course of its business and operations, several potential Conflicts of Interests may arise, either on a one-off basis or potentially on a more recurring basis.

In any time where its activities are likely to cause damages to the Clients' interests, AIFM will ensure that systems, controls and procedures are adequate to identify, prevent, manage and disclose such Conflicts of Interest, in its Client's best interests.

The purpose of this Conflicts of Interest Policy is to set out the terms according to which AIFM will:

- This policy is regularly reviewed and assessed to ensure it is appropriate to the size and organization of the AIFM and the nature, scale and complexity of its business.
- All staff and Relevant Persons are responsible for identifying actual or potential Conflicts of Interest and for managing and for mitigating those Conflicts fairly and in accordance with this policy.

3. Governance

The AIFM's Board of Directors ensures the segregation, within its own operating environment, of tasks and responsibilities which may be regarded as incompatible with each other or which may potentially generate systematic Conflicts of Interest.

In addition, the AIFM's Board of Directors will regularly assess whether the operating conditions may induce any other material Conflicts of Interest.

The AIFM's Board of Directors will ensure procedures are in place to disclose properly and in due time, Conflicts of Interest to the Clients.

Any potential or identified Conflicts of Interest will be carefully analyzed and properly disclosed as the case may be.

In case of a proven Conflict of Interest, the Conducting Officer will carefully analyze it and will immediately report to the Board of Directors, which will decide how to manage the Conflict of Interest on a case-by-case basis, considering the protection of Clients' interests.

The Conducting Person, the Compliance officer of AIFM will control for adherence with the present policy and will have to inform and notify the Board of Directors in the case of any breach or violation he should become aware of in the normal course of his ongoing assessment.

4. General Principles

4.1. Scope

When joining AIFM and at least annually thereafter, employees are required, as part of their duties, to take notice of the Conflicts of interest policy and are expected to protect client's interest.

It is the responsibility of management to ensure that this policy is known and conformed to within the respective area of responsibility

4.2. General Principles

In the context of the AIFM's activities, the AIFM must at all times:

- act honestly, with due skill, care and diligence and fairly in conducting their activities;
- act in the best interests of the AIFs or the investors of the AIFs they manage and the integrity of the market;
- have and employ effectively the resources and procedures that are necessary for the proper performance of their business activities;
- take all reasonable steps to avoid conflicts of interest and, when they cannot be avoided, to identify, manage and monitor and, where applicable, disclose those conflicts of interest in order to prevent them from adversely affecting the interests of the AIFs and their investors and to ensure that the AIFs they manage are fairly treated;
- Comply with all regulatory requirements applicable to the conduct of their business activities so as to promote the best interests of the AIFs or the investors of the AIFs they manage and the integrity of the market;
- Treat all AIF investors fairly.

4.3. IQEQ FM's approach

IQEQ FM will take a holistic approach in the identification of the potential Conflicts of interest, taking into account the structure and business activities of all relevant persons and entities involved. In any case, IQEQ FM is committed to treating its investors fairly and with integrity.

IQEQ FM regularly reviews and monitors the effectiveness of its Conflicts of interest policy, and should the case arise where a Conflict may not be avoided, monitors, manages and controls the potential impact of each identified Conflict of interest in a way that is adapted to the size and organization of the Company and the nature, scale and complexity of its business.

Accordingly, IQEQ FM maintains and operates an effective organizational structure to address the identification, prevention, management and disclosure of actual and potential Conflicts of interest. The Responsible Person is responsible in the development and implementation of the Conflicts of interest policy, the reporting and for the supervision of compliance within this policy.

All employees and relevant persons must ensure that they consult with the Conducting Officers prior to entering into an agreement that could potentially conflict with the Company's duties to its shareholders and its subsidiaries.

Potential Conflicts of interest detected by an employee have to be reported immediately to the Responsible person or any other Conducting Officers.

Any potential or identified Conflict of interest will be carefully analyzed. In case of proven Conflict of interest, the Conducting Officers will then report immediately to Board of Directors.

The Board of Directors will in either case and insofar as necessary make further own inquiries on the potential Conflict situation and, thereafter decide on further proceedings.

In the event of any situation giving rise or potentially giving rise to a Conflict of interest affecting a Conducting Officer, the Conducting Officer concerned has to inform the Board of Directors without undue delay.

If a Conflict of interest cannot be avoided by other measures, IQEQ FM will disclose the nature and the source of the remaining Conflict of interest to the Clients in form of a communication of general nature.

5. Identification of Conflict of Interest

IQEQ FM will regularly conduct a business review to identify potential Conflicts of interest in its business and ensures the establishment of appropriate administrative and organizational arrangements to manage those Conflicts. This review covers actual and potential Conflicts between the Company (its staff and relevant persons) its shareholders, its subsidiaries; its counterparties/delegates; and between one or more shareholders and subsidiaries. It is understood that a Conflicting situation (“Conflict” or “Conflict of Interest”) is likely to arise if IQEQ FM, a Relevant Person or a person directly or indirectly linked to IQEQ FM by way of control finds itself in one or more of the following conflicting situations; whether as a result of providing Services or otherwise:

- a) that the person is likely to make a financial gain, or avoid a financial loss, at the expense of the Funds or its investors;
- b) that the person has an interest in the outcome of a service or an activity provided by IQEQ FM to any of the Funds or another Client or of a transaction carried out on behalf of the Funds or another client, which is distinct from the Funds or IQEQ FM's interest in that outcome;
- c) that the person has the possibility to obtain a financial gain or avoid a financial loss by increasing the sustainability risks of the Funds favoring greenwashing in processes, systems and controls in the framework of Environmental, Social or Governance risks (collectively, “ESG”)
- d) that the person has a financial or other incentive to favor
 - either the interest of another Client or group of clients over the interest of the Funds
 - or the interest of one investor over the interest of another investor or group of investors in the same fund managed;
- e) that the person carries on the same activities for the Fund and another fund (AIF) or Client;
- f) that the person receives or will received from a person other than the Fund or its investors an inducement in relation to collective portfolio management activities provided to the Fund, in the form of monies, good or services, other than the standard commission or fee for that service;
- g) Situations where the services offered between IQEQ FM and its shareholders and/or its subsidiaries could lead to a non-respect of normal conditions (e.g services of fund administration, etc.).

6. Management of Conflicts of Interest

The Board of Directors promotes a culture of integrity within IQEQ FM which highlights that acting Relevant Persons /service providers have a fiduciary duty to be watchful for potential conflicts of interest. In addition, the Board of Directors is committed to taking all reasonable steps to assist in the management and remediation of these potential conflicts of interests or actual conflicts of interests

The main measures to prevent Conflicts of interest from adversely affecting a Client is to ensure that actions taken that may impact the Clients are taken with the purpose to be in their best interest and are taken independently of the interests of any Client or Relevant person.

6.1.1. IQEQ FM's internal organization

a) Management of incompatibilities

IQEQ FM segregates, within its operating environment, tasks and responsibilities which are incompatible with each other or which may generate Conflicts of interest.

The members of the management body/governing body must ensure that their mandate is and remains compatible with their other professional occupations. They must inform the management body/governing body of the mandates they have outside the AIFM. The AIFM must then identify the conflicts of interest which could result from this organisation and strive to avoid them in accordance with the procedures provided for in the conflict of interest policy of the AIFM

b) Segregation of the portfolio and risk management function

IQEQ FM has functionally and hierarchically separated the functions of risk management from the operating units, including from portfolio management activities which have been delegated.

c) Segregation of the Compliance and risk management function and Internal Audit

The conducting officer in charge of the internal audit function cannot exercise the function of the Compliance Officer, of the AML/CFT Compliance Officer or of the person in charge of risk management and cannot be assigned to one of the above-mentioned functions or activities.

d) Independence of the Valuation Function

AIFMs must ensure that the valuation function is either performed by: (a) an external valuer, which must be a legal or natural person independent from the AIF, the AIFM and any other persons with close links to the AIF or the AIFM; or (b) the AIFM itself, provided that the valuation task is functionally independent from the portfolio management and the remuneration policy and other measures ensure that conflicts of interest are mitigated and that undue influence upon the employees is prevented.

e) Information barriers and "Chinese walls"

IQEQ FM has put in place and ensures the observance of adequate procedures in order to prevent or monitor the exchange of information between relevant persons engaged in portfolio management activities, where the exchange of information between these persons can negatively impact the interests of one or several clients.

f) Separate supervision of the relevant persons

IQEQ FM has developed clear and segregated reporting lines, in order to keep the independence of each function to the highest standards.

6.1.2.IQEQ FM's relationship with third party entities

a) Delegation structure

The Responsible Person assesses whether a proposed delegation conflicts with the interests of IQEQ FM or an investor in the Fund managed by IQEQ FM.

Delegation of activities to third parties services providers is subject to due diligence, at the occasion of which the principles set out in this Conflicts of interest policy duly applies, notably as regards the choice of the proper service provider, and the possible interest of a Relevant Person in such a choice.

b) Valuation function

The valuation function is usually performed internally.

It is understood that, in any case, the depositary appointed by the fund managed by IQEQ FM will not be appointed also as external valuator of that fund, unless it has functionally and hierarchically separated the performance of its depositary functions from its tasks as external valuator and the potential Conflicts of interest are properly identified, managed, monitored and disclosed to the investors of that fund.

6.2. IQEQ FM internal control framework

6.2.1.Voting rights strategy

If IQEQ FM intends to exercise the voting rights attached to instruments held in the Funds' portfolios, it will apply the adequate and effective strategies developed for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, to the exclusive benefit of the Fund concerned and its investors.

6.2.2.Personal transactions

IQEQ FM has established appropriate policy which aims at preventing directors, conducting officers and employees from breaching prohibitions against insider trading, whether intentionally or unintentionally. In addition the policy in place is aimed at preventing Directors, Conducting Officers and any employees of IQEQ FM from engaging in securities trading that, although not illegal, exposes them and/ or the company to potential reputational risk.

7. Recording of Conflicts of Interest and Mitigating Controls

7.1. Management of potential Conflicts of interest and escalation process

Where a Relevant Person becomes aware of circumstances which he/she believes could constitute a Conflict of Interest, which is likely to have a material impact on the interests of a Client, he/she must disclose and report the point in writing either to his/her immediate superior, which shall analyse the point and inform the Responsible Person unless it considers that the circumstance will not lead to a Conflicts of Interest, or directly to the Responsible Person without delay.

Should the Responsible Person need and seek further guidance on such conflicts, it will report them to the Board of Directors and the governing body of the AIFM.

7.2. Recording of Conflicts

The AIFM must keep and regularly update a record of the types of activities undertaken by or on behalf of the IFM in which a conflict of interest entailing a material risk of damage to the interests of one of more UCIs or its investors has arisen or, in the case of an ongoing activity, may arise.

7.3. Disclosure of possible Conflicts of Interest

7.3.1. General requirements

Investors shall be informed about conflicting situations where the organizational measures implemented by the Company have not been or do not appear sufficient to adequately guarantee the protection of the Funds and/or investors interests.

Where information is disclosed by means of a website and is not addressed personally to the investor, the following conditions shall be satisfied:

- the investor has been notified of the address of the website, and the place on the website where the information may be accessed, and has consented to the provision of the information by such means;
- the information is up to date;
- the information is accessible continuously by means of that website for such period of time as the investor may reasonably need to inspect it.

8. Review and Approval of the Conflict of Interest Policy

A formal review of the Conflict of interest policy is undertaken on a yearly basis, under the responsibility of the Responsible person for the management of Conflict of Interest, who will report findings to the Conducting Officers. The Conducting Officers may take corrective/remedial action if it deems it necessary.