

# **Key Way Investments Ltd**

## **PILLAR III DISCLOSURES**

According to Directives DI144-2014-14 and DI144-2014-15 of the Cyprus Securities & Exchange Commission for the prudential supervision of investment firms and Part Eight of Regulation (EU) No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms

**YEAR ENDED 31 DECEMBER 2019**

**April 2020**

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## SPECIFIC REFERENCES TO CRR

Scope of disclosure requirements		Section
431(1)	Requirement to publish Pillar III disclosures	<a href="#">1.2</a>
431(2)	Disclosures regarding operational risk.	<a href="#">5.6</a>
431(3)	Institution shall adopt a formal policy to comply with the disclosures and have policies for assessing their appropriateness, including their verification and frequency	<a href="#">1.3.2</a>
Non - material, proprietary or confidential information		Section
432	The policy on diversity with regard to selection of members of the management body	<a href="#">2.5</a>
	Own Funds	<a href="#">3</a>
	Remuneration policy	<a href="#">8</a>
Frequency of disclosure		Section
433	Disclosures must be published at least on an annual basis, in conjunction with the date of publication of the financial statements	<a href="#">1.3.2</a>
Means of disclosure		Section
434(1)	Determine the appropriate medium, location and means to publish the disclosures, preferably all disclosures in one medium	<a href="#">1.3.2</a>
434(2)	Equivalent disclosures made under accounting, listing or other requirements may be deemed to constitute compliance with Pillar III	Cross-references to accounting and other disclosures are indicated in the Report
Risk management objectives and policies		Section
435(1)	Disclosure of risk management objectives and policies for each category of risk including	<a href="#">1.4</a>
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435(1) (b)	the structure and organisational structure of the relevant risk management function	<a href="#">1.4.1</a>
435(1) (c)	the scope and nature of risk reporting and measurement systems	<a href="#">1.4.1</a>
435(1) (e)	Declaration approved by the management body on the adequacy of risk management arrangements	<a href="#">1.5</a>
435(1) (f)	Concise risk statement approved by the management body	<a href="#">1.4.2</a>
435(2)	Disclosure at least annually, regarding governance arrangements.	<a href="#">2.1</a>
435(2) (a)	Number of directorships held by members of the management body	<a href="#">2.3</a>

435(2) (b)	Recruitment policy for the selection of members of the management body and their actual knowledge, skills and expertise	<a href="#">2.4</a>
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436 (b)	Difference in the basis of consolidation for accounting and prudential purposes, describing entities that are:	<a href="#">1.2</a>
436 (b) (i)	• Fully consolidated;	
436 (b) (ii)	• Proportionally consolidated;	
436 (b) (iii)	• Deducted from own funds;	
436 (b) (iv)	• Neither consolidated nor deducted.	
Own Funds - Requirements regarding the own funds table		Section
437 (1) (a)	A full reconciliation of Common Equity Tier 1 items, Additional Tier 1 items, Tier 2 items and filters and deductions applied pursuant to Articles 32 to 35, 36, 56, 66 and 79 to own funds of the institution and the balance sheet in the audited financial statements of the institution;	<a href="#">3.3</a>
437 (1) (b)	a description of the main features of the Common Equity Tier 1 and Additional Tier 1 instruments and Tier 2 instruments issued by the institution	<a href="#">3.2</a>
437 (1) (c)	the full terms and conditions of all Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments	<a href="#">3.2</a>
437 (1) (d) (ii)	each deduction made pursuant to Articles 36, 56 and 66	<a href="#">3.1</a>
437 (1) (d) (iii)	items not deducted in accordance with Articles 47, 48, 56, 66 and 79	<a href="#">3.1</a>
437 (1) (e)	a description of all restrictions applied to the calculation of own funds in accordance with this Regulation and the instruments, prudential filters and deductions to which those restrictions apply	<a href="#">3.1</a>
Capital Requirements		Section
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<b>Exposure to counterparty credit risk (CCR)</b>		<b>Section</b>
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439(e)	Gross positive fair value of contracts, netting benefits, netted current credit exposure, collateral held and net derivatives credit exposure	<a href="#">5.4</a>
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<b>Credit Risk Adjustments</b>		<b>Section</b>
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442(c)	Exposures after accounting offsets and without taking into account the effects of credit risk mitigation, and the average amount of the exposures over the period	<a href="#">5.1.3</a>
442(d)	Geographical distribution of exposures, broken down in significant areas by material exposure classes	<a href="#">5.1.4</a>
442(e)	The distribution of the exposures by industry or counterparty type, broken down by exposure classes, including specifying exposure to SMEs	<a href="#">5.1.5</a>
442(f)	The residual maturity breakdown of all the exposures, broken down by exposure classes	<a href="#">5.1.6</a>
<b>Use of ECAI's</b>		<b>Section</b>
444(a)	Names of the nominated ECAs used in the calculation of	<a href="#">5.2</a>

	Standardised approach RWAs, and reasons for any changes.	
<b>444(b)</b>	Exposure classes for which ECAI is used	<a href="#">5.2</a>
<b>444(c)</b>	Description of the process used to transfer the issuer and issue credit assessments onto items not included in the trading book;	<a href="#">5.2</a>
<b>444(d)</b>	Mapping of external rating to credit quality steps.	<a href="#">5.2</a>
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<b>Exposure to market risk</b>		<b>Section</b>
<b>445</b>	Disclosure of position risk, large exposures exceeding limits, FX, settlement and commodities risk.	<a href="#">5.5</a>
<b>Operational Risk</b>		<b>Section</b>
<b>446</b>	Disclosure of the scope of approaches used to calculate operational risk, discussion of internal and external factors considered in the case of advanced measurements approach.	<a href="#">5.6</a>
<b>Exposure to interest rate risk on positions not included in the trading book</b>		<b>Section</b>
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<b>Remuneration Disclosures</b>		<b>Section</b>
<b>450(1)(a)</b>	Information concerning the decision-making process used for determining the remuneration policy	<a href="#">8.1</a>
<b>450(1)(b)</b>	Information on link between pay and performance	<a href="#">8.2</a>
<b>450(1)(c)</b>	The most important design characteristics of the remuneration system	<a href="#">8.2</a>
<b>450(1)(d)</b>	The ratios between fixed and variable remuneration	<a href="#">8.1</a>
<b>450(1)(e)</b>	Information on the performance criteria on which the entitlement to shares, options or variable components of remuneration is based	<a href="#">8.3</a>
<b>450(1)(f)</b>	The main parameters and rationale for any variable component scheme and any other non-cash benefits	<a href="#">8.1</a>
<b>450(1)(g)</b>	Aggregate quantitative information on remuneration, broken down by business area	<a href="#">8.1</a>
<b>450(1)(h)(i)</b>	Aggregate quantitative information on remuneration, broken down by senior management and members of staff whose actions have a material impact on the risk profile of the institution	<a href="#">8.3</a>
<b>450(1)(h)(ii)</b>		
<b>450(1)(h)(iii)</b>		
<b>450(1)(h)(iv)</b>		
<b>450(1)(h)(v)</b>		
<b>450(1)(h)(vi)</b>	The number of individuals being remunerated EUR 1 million or more per financial year, for remuneration between EUR 1 million and EUR 5 million broken down into pay bands of	<a href="#">8.3</a>
<b>450(1)(i)</b>		

	EUR 500.000 and for remuneration of EUR 5 million and above broken down into pay bands of EUR 1 million	
<b>450(2)</b>	For institutions that are significant in terms of their size, internal organisation and the nature, scope and the complexity of their activities, the quantitative information shall also be made available to the public at the level of the members of the management body of the institution.	<a href="#">8.3</a>
<b>Leverage</b>		<b>Section</b>
<b>451(1)(a)</b>	Disclose the leverage ratio and breakdown of total exposure measure, including reconciliation to financial statements, and derecognised fiduciary items.	<a href="#">6</a>
<b>451(1)(b)</b>		
<b>451(1)(c)</b>		
<b>451(1)(d)</b>	Description of the risk management process to mitigate excessive leverage and factors that had an impact on the leverage ratio during the year.	<a href="#">6</a>
<b>451(1)(e)</b>	a description of the factors that had an impact on the leverage ratio during the period to which the disclosed leverage ratio refers.	<a href="#">6</a>
<b>Use of Credit Risk mitigation techniques</b>		<b>Section</b>
<b>453(a)</b>	Policies and processes, and an indication of the extent to which the CIF makes use of on- and off-balance sheet netting.	<a href="#">5</a>
<b>453(e)</b>	Information about market or credit risk concentrations within the credit mitigation taken.	<a href="#">7.1</a>



## 1. INTRODUCTION

### 1.1. CIF Information

Key Way Investments Ltd (hereinafter, the ‘Company’) was incorporated in the Republic of Cyprus on 04 March 2015 as a private limited liability company with registration number HE341196 and it is a Cyprus Investment Firm. The Company was licensed by the Cyprus Security Exchange Commission (hereinafter, the ‘CySEC’) with number CIF 292/16 to provide financial services, on 21 January 2016 while its licence was activated on 19 January 2017.

Moreover, the Company’s license has been amended to include the investment service of “*Dealing on Own Account*” in relation to Financial Instrument 9 of Part III of the First appendix of the Law on 14 March 2019. In this respect, the Company is categorised as “Full Scope” CIF (under Article 4(2) of the Regulation EU No.575/2013 (the “CRR” of “Regulation”)) with minimum/initial capital requirement of €730,000 requiring to maintain minimum total capital ratio 8% + additional capital buffers

The table below illustrates the licence information of the Company for the year 2019:

**Table 1: Company Licence Information (based on the First Appendix of the Law)**

		Investment Services and Activities								Ancillary Services						
		1	2	3	4	5	6	7	8	1	2	3	4	5	6	7
Financial Instruments	1	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	2	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	3	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	4	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	5	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	6	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	7	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	8	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	9	✓	✓	✓	-	-	-	-	-	✓	✓	-	-	✓	-	-
	10	✓	✓	-	-	-	-	-	-	✓	✓	-	-	✓	-	-
	11	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

The Company is authorised to provide the following **Investment Services**, in accordance with Part I of the First Appendix of the Law:

1. Reception and transmission of orders in relation to one or more financial instruments
2. Execution of orders on behalf of clients
3. Dealing on Own Account

The Company is authorised to provide the following **Ancillary Services**, in accordance with Part II of the First Appendix of the Law, as amended:

1. Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management
2. Granting credits or loans to one or more financial instruments where the firm granting credit or loan is involved in the transaction.

3. Foreign exchange services where these are connected to the provision of investment services
4. Investment Research and financial analysis or other forms.

The Company is authorised to provide the aforementioned investment and ancillary services, as applicable for each service, for the following Financial Instruments, in accordance with Part III of the First Appendix of the Law:

1. Transferable Securities
2. Money Market Instruments
3. Units in Collective Investment Undertakings
4. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash.
5. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event).
6. Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market or/and an MTF
7. Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point 6 of Part III and not being for commercial purposes, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are cleared and settled through recognised clearing houses or are subject to regular margin calls
8. Derivative instruments for the transfer of credit risk
9. Financial contracts for differences
10. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates, emission allowances or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event), as well as any other derivative contract relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Part, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market or an MTF, are cleared and settled through recognised clearing houses or are subject to regular margin calls.

## 1.2. Scope of application

The Company reviewed its Group structure as at 30 June 2019 as per CySEC's Dear CEO letter and the relevant provisions as stipulated in CySEC's Directive DI 144-2014-14 & DI 144-2014-14 (A) (the "Directive") and CRR and reached to the conclusion that the Company does not fall under consolidated supervision by CySEC. In this respect, the Company is publishing the disclosures on an individual (solo) basis in accordance to the CRR.

The Pillar III disclosures Report (the 'Report') is prepared in accordance with the Pillar 3 disclosure requirements as laid out in Part Eight of the CRR and have as a starting point the financial information used in the Company's Financial Statements which are prepared in accordance with the International Financial Reporting Standards ("IFRS"). As the two documents serve different purposes, the reported figures illustrate differences, which lie on the

differences of the fundamental concepts between the CRR and the IFRS. The regulatory exposure classes are based on different criteria from accounting asset types and are therefore not comparable on a line by line basis. Moreover, through financial statements, a company aims to provide the value of all on-balance sheet items at a given point in time, whereas regulatory exposures entail an element of risk which is taken into consideration during the calculation and determination of the said exposures.

### 1.3. Pillar III Regulatory framework

#### 1.3.1. Overview

This Pillar III report has been prepared in accordance with Section 4 (Paragraph. 32) of the CySEC Directive DI144-2014-14 of 2014 for the prudential supervision of investment firms which implements the CRR and the CRDIV, as well as the relevant provisions of new Law 87(I)/2017 (hereinafter, the “Law”), as amended.

The CRR establishes the prudential requirements for capital, liquidity and leverage that entities need to abide by. Furthermore, CRR introduces significant changes in the prudential regulatory regime applicable to institutions including amended minimum capital ratios, changes to the definition of capital and the calculation of risk weighted assets and the introduction of new measures relating to leverage, liquidity and funding. Additionally, CRR is immediately binding on all EU member states. CRD IV governs access to internal governance arrangements including remuneration, Board of Directors (the “Board” or “BoD”) composition and transparency.

The Regulatory framework consists of a three “Pillar” approach:

- **Pillar I** - Establishes minimum capital requirements, defines eligible capital instruments, and prescribes rules for calculating RWA for credit risk, market risk and operational risk.
- **Pillar II** – Requires firms and supervisors to take a view on whether a firm should hold additional capital against: risks considered under Pillar I that are not fully captured by the Pillar I process (e.g. credit concentration risk), risks not taken into account by the Pillar I process (e.g. interest rate risk in the banking book, business and strategic risk) and factors external to the firm (e.g. business cycle effects). Pillar II connects the regulatory capital requirements to the Company’s Internal Capital Adequacy Assessment Process (“ICAAP”) and to the reliability of its internal control structures. The function of Pillar II is to provide communication between supervisors and institutions on a continuous basis and to evaluate how well the institutions are assessing their capital needs relative to their risks. If a deficiency arises, prompt and decisive action is taken to restore the appropriate relationship of capital to risk.
- **Pillar III** - Market Discipline requires the disclosure of information regarding the risk management policies of the Company, as well as the results of the calculations of minimum capital requirements, together with concise information as to the composition of original own funds.

#### 1.3.2. Disclosure Policy: Basis and Frequency of Disclosure / Location and verification

The Company has a formal policy, approved by the Board, which details its approach in complying fully with the Pillar 3 disclosure requirements as laid out in Part Eight of the CRR.

According to the Directive, the risk management disclosures should be included in either the financial statements of the CIFs if these are published, or on their websites. The Pillar III disclosure requirements are contained in Articles 431 to 455 of the Regulation. In addition, these disclosures must be verified by the external auditors of the CIF. The CIF will be responsible to submit its external auditors' verification report to CySEC. The Company has included its risk management disclosures as per the Directive on its website as it does not publish its financial statements. The verification of the disclosures is verified by the external auditors and submits the relevant report to CySEC as per the provisions of Circular C114 – Pillar III Disclosures in accordance with Part Eight of CRR.

As per the Article 432(1) of the CRR, institutions may omit one or more disclosures, if such disclosures are not regarded as material, except for the following disclosures:

- Regarding the policy on diversity with regard to selection of members of the management body, its objectives and any relevant targets set out in that policy, and the extent to which these objectives and targets have been achieved (*Article 435 (2) (c)* of CRR).
- Own funds (*Article 437* of CRR).
- Remuneration policy (*Article 450* of CRR).

Materiality is based on the criterion that the omission or misstatement of information would be likely to change or influence the decision of a reader relying on that information for the purpose of making economic decisions. Where the Company has considered a disclosure to be immaterial, this was not included in the document.

## **Disclosures and Confidential Information**

The Regulation also provides that institutions may omit one or more disclosures, if such disclosures are regarded as confidential or proprietary. The CRR defines proprietary as if sharing that information with the public would undermine its competitive position. It may include information on products or systems which, if shared with competitors, would render an institution's investments therein less valuable.

Information is regarded as confidential if there are obligations to customers or other counterparty relationships binding an institution to confidentiality. Under the light of the above, the Company avoided to disclose such confidential information in this report.

## **Frequency**

The Company's policy is to publish the disclosures required on an annual basis. The frequency of disclosure will be reviewed should there be a material change in approach used for the calculation of capital, business structure or regulatory requirements.

## **Medium and location of publication**

Institutions may determine the appropriate medium, location and means of verification to comply effectively with the disclosure requirements. In this respect, the Company's Pillar III disclosures are published on the Company's websites:

- [www.cfdglobal.com](http://www.cfdglobal.com);
- [www.keywayinvestments.ro](http://www.keywayinvestments.ro);
- [www.keywayinvestments.com](http://www.keywayinvestments.com);

- [www.capex.com](http://www.capex.com);

## **Verification**

The Company's Pillar III disclosures are subject to internal review and validation prior to being submitted to the Board for approval. The Company's Pillar III disclosures have been reviewed and approved by the Board. In addition, the Remuneration disclosures have been reviewed by the Risk Manager.

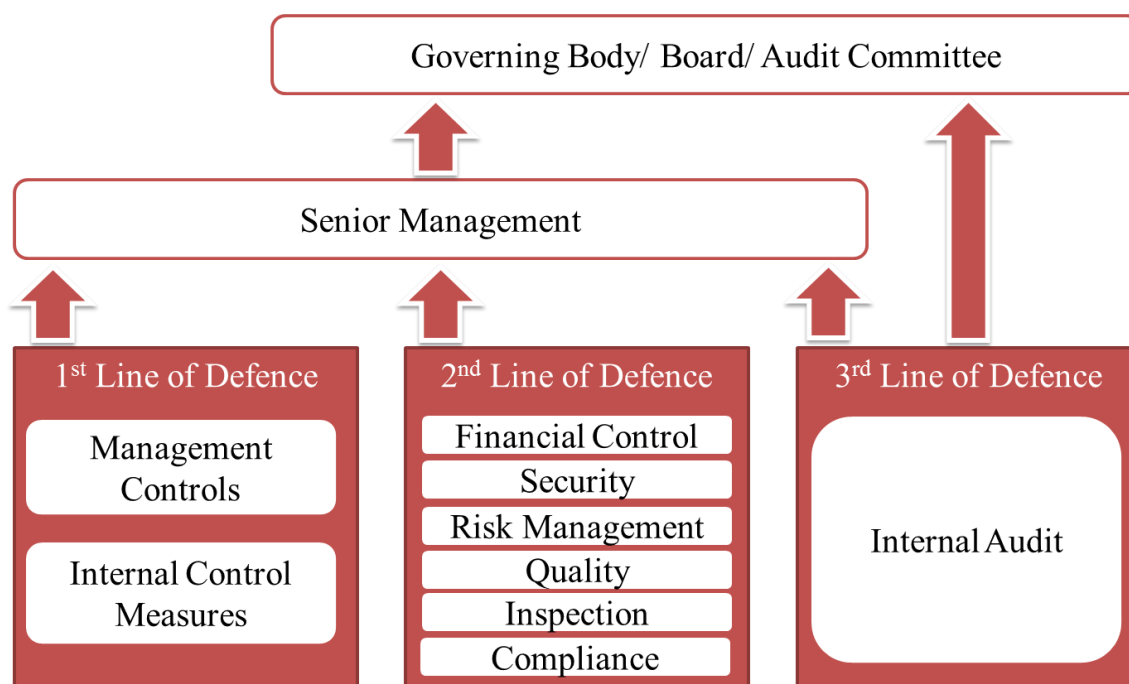
### **1.4. Risk Management Objectives and Policies**

To ensure effective risk management, the Company has adopted the Three Lines of Defence model, with clearly defined roles and responsibilities.

First Line of Defence: Managers are responsible for establishing an effective control framework within their area of operation and identifying and controlling all risks so that they are operating within the organisational risk appetite and are fully compliant with Company's policies and where appropriate defined thresholds. First Line of Defence acts as an early warning mechanism for identifying (or remedying) risks or failures.

Second Line of Defence – The Risk Management Function is responsible for proposing to the Board appropriate objectives and measures to define the Company's risk appetite and for devising the suite of policies necessary to control the business including the overarching framework and for independently monitoring the risk profile, providing additional assurance where required. The Risk Management Function will leverage their expertise by providing frameworks, tools and techniques to assist management in meeting their responsibilities, as well as acting as a central coordinator to identify enterprise wide risks and make recommendations to address them. Integral to the mission of Second Line of Defence is identifying risk areas, detecting situations/activities, in need of monitoring and developing policies to formalise risk assessment, mitigation and monitoring.

Third Line of Defence - Comprises by the Internal Audit Function which is responsible for providing assurance to the Board on the adequacy of design and operational effectiveness of the systems of internal controls. Internal Audit undertakes on-site inspections/visits to ensure that the responsibilities of each Function are discharged properly (i.e. soundly, honestly and professionally) as well as reviews the Company's relevant policies and procedures. Internal Audit works closely with both the First and Second Lines of Defence to ensure that its findings and recommendations are taken into consideration and followed, as applicable.



#### 1.4.1. Risk Management Framework

Managing risk effectively in a Company operating in a continuously changing risk environment requires a strong risk management culture. As a result, the Company has established an effective risk oversight structure and the necessary internal organisational controls to ensure that the Company undertakes the following:

- The adequate risk identification and management
- The establishment of the necessary policies and procedures
- The setting and monitoring of the relevant limits and
- Compliance with the applicable legislation

The Board meets on a regular basis, and receives updates on risk and regulatory capital matters from management. The Board reviews regularly (at least annually) written reports concerning compliance, risk management and internal audit policies, procedures and work as well as the Company's risk management policies and procedures as implemented by Management.

As part of its business activities, the Company faces a variety of risks, the most significant of which are described further below. The Company holds regulatory capital against three all-encompassing main types of risk: credit risk, market risk and operational risk.

#### Recovery and Resolution Plan

CySEC has issued the Circular C351 on 05 February 2020 in order to provide guidance to Full Scope CIFS with respect to the *'Preparation and Submission of Recovery Plans by CIFS'*. Furthermore, CySEC issued on 20 December 2019 the Directive DI20-01 on the *'establishment of simplified obligations as to the content and details of the recovery plans of CIFS'*.



In light of the above, CIFs that are subject to simplified obligations according to paragraph 4 of the Directive DI20-01 should:

- a. Submit to CySEC Form 20-01 (the 'Form') which represents the main contents of their recovery plan, by 30 September 2020 (submission period 01 September 2020 – 30 September 2020), and
- b. Update the content of the Form and submit it to CySEC every two years (Second submission should be made by 30 September 2022)

Moreover, CIFs that are not subject to simplified obligations for the purpose of preparing their recovery plans, should:

- a. Prepare a solo recovery plan in accordance with the provision of section 4 of the Law 20(I)-2016 ('Recovery Law') and submit it via CySEC's portal under the title 'Solo recovery Plan' by 30 June 2020;
- b. Update their recovery plan and submit it to CySEC every year (Second submission should be made by 30 June 2021);
- c. Complete and submit the Form to CySEC by 30 June 2020 (submission period 01 June 2020 – 30 June 2020);
- d. Update the contents of the Form and submit it to CySEC every year (Second submission should be made by 30 June 2020).

According to the latest available Audited Financial Statements, the Company is subject to the simplified obligations and as such the preparation of a recovery plan is not a requirement at this stage. However, the Company acknowledges the obligation to submit the Form 20-01 which represents the main contents of the recovery plan to CySEC by 30 September 2020. In this respect, the Company shall comply with the said reporting obligation submitting the form by the designated deadline and updating the contents of the form every two years.

Furthermore and pursuant to section 2(1) of the Law 22(I)/2016 ('law'), which transposes EU Bank Recovery and Resolution Directive 2014/59/EC ('BRRD'), the Central Bank of Cyprus ('CBC') acting as the National Resolution Authority for all credit institution, as well as Cyprus Investment Firms (CIFs) and as such it is responsible for drafting of resolution plans of the aforementioned entities. In this respect, CBC requested all information necessary to draw up and implement the said plans.

With respect to the Resolution plan, the Company has been exempted from the obligation to provide CBC with the information specified under Annex I of the Regulation 2018/1624 for the year 2019 (2020 Data Collection Cycle). However, the Company will be requested to provide the said information for the first time in early 2021 (for the year 2020).

#### **1.4.2. Risk Statement**

The Company's activities expose it to a variety of risks, and in particular to credit risk, market risk, operational risk, compliance risk, regulatory risk, reputational risk, group risk, strategic risk, liquidity risk, conduct risk etc. The Company, through its operations, has significant exposure to the economies and financial markets.

Even though the global economy has recorded growth in the latest year after overcoming the latest economic recession, the overall future economic outlook of the economy remains unstable due to the recent developments on the outbreak of Coronavirus (COVID-19).

In particular and following the outbreak of COVID-19 in Cyprus, the Firm has taken the required measures to ensure that its employees have access to its technology infrastructures necessary for the completion of their tasks and that additional systems for critical functions are being provided. In this respect, the Business Continuity Plan has been amended accordingly. Furthermore, the Company is closely monitoring the impact of COVID-19 on its financial position in order to be able to take proactive measures.

### **Risk Strategy**

The risk strategy of the Company is the responsibility of the BoD, which formulates it and is responsible for monitoring its implementation. This is achieved through the development of risk management processes and procedures as well as through an assessment of the risks undertaken and the effectiveness of the risk management framework, given the Company's business model. One important characteristic of the Company's risk strategy is the alignment with the strategic and operational targets that are set by the Board. The risks that arise from the implementation of the Company's strategic and business plans are regularly analysed in order to ensure the adequacy of the relevant policies, procedures and systems.

The risk strategy of the Company aims to provide to both Senior Management and employees a general risk framework for the management of the different types of risk in line with the overall risk management and risk bearing capacity of the Company. The Company recognizes the importance of risk management to its business success and therefore the overall objective is to establish effective risk management policies that are able to mitigate the Company's exposure to the various risks.

### **Risk Appetite**

Risk appetite is the level and type of risk a firm is able and willing to assume in its exposures and business activities, given its business objectives and obligations to stakeholders. Risk appetite is generally expressed through both quantitative and qualitative means and should consider extreme conditions, events and outcomes. In addition, risk appetite should reflect potential impact on earnings, capital and funding/liquidity.

The company has a low risk appetite in respect to investing and to managing business and operational activities

According to Financial Stability Board (FSB) an appropriate risk appetite framework (RAF) should enable risk capacity, risk appetite, risk limits and risk profile to be considered for business lines and legal entities as relevant, and within the group context. The Risk appetite framework is defined as the overall approach, including policies, processes, controls, and systems through which risk appetite is established, communicated, and monitored.

It includes a risk appetite statement, risk limits, and an outline of the roles and responsibilities of those overseeing the implementation and monitoring of the RAF. The RAF should consider material risks to the financial institution, as well as to the institution's reputation vis-à-vis policyholders, depositors, investors and customers. The RAF aligns with the institution's strategy.



The Company is assessing its risk appetite in respect to investing and to managing business and operational activities while the Company's Risk Appetite Statement is prepared by the Risk Manager and approved by the Board of Directors.

**Table 2: Risk Appetite areas**

Indicator	Normal <sup>1</sup>	Warning <sup>2</sup>	Limit <sup>3</sup>
Own Funds	≥€850k	<€850k	€730k
Common Equity Tier 1 Ratio <sup>4</sup>	≥10.50%	<10.50%	7.00%
Total Capital Ratio <sup>4</sup>	≥14.00%	<14.00%	10.50%
Leverage Ratio	≥5.00%	<5.00%	3.00%
Liquidity Coverage Ratio	≥110.00%	<110.00%	100.00%
Return on Assets	≥5.00%	<5.00%	0.00%
Retained Earnings / Total Equity	≥10.00%	<10.00%	5.00%
Concentration of Funds	≤10.00%	>10.00%	25.00%

**Notes**

1. The level of the indicator is within the acceptable limits as per the Company's risk appetite.
2. The Company should take proactive actions in order to ensure that the level of the indicator will remain above the acceptable limits.
3. The level of the indicator falls below the acceptable limits and as such the Company should proceed with the required actions in order to restore the level of the said indicator to the normal predefined levels.
4. Capital Buffers + ICAAP add-on + 1.50% as per the paragraph 18 of the Law 20(I)/2016 have been taken into consideration for Normal and Warning thresholds

The Risk Appetite framework has been designed to create links to the strategic long term plan, capital planning and the Company's risk management framework.

The Board approves the Company's corporate strategy, business plans, budget, long term plan and ICAAP. The Company employs mitigation techniques defined within the Company's policies, to ensure risks are managed within Risk Appetite.

### 1.4.3. Risk Culture

Risk culture is a critical element in the Company's risk management framework and procedures. Management considers risk awareness and risk culture within the Company as an important part of the effective risk management process. Ethical behaviour is a key component of the strong risk culture and its importance is also continuously emphasised by the management.

The Company is committed to embedding a strong risk culture throughout the business where everyone understands the risks they personally manage and are empowered and qualified to take accountability for them. The Company embraces a culture where each of the business areas is encouraged to take risk-based decisions, while knowing when to escalate or seek advice.

### 1.4.4. Capital Requirements

#### Regulatory Capital Buffers

CRD IV is transposed into national laws, which allows national regulators to impose additional capital buffer requirements. Based on the provisions of the Macroprudential oversight of

Institutions Law of 2015 which came into force on 1 January 2016, the Central Bank of Cyprus (the “CBC”) is the designated Authority responsible for setting the macroprudential buffers that derive from the CRD IV.

Further to the above, the Macroprudential Authority has decided to activate the capital conservation buffer (the “CCB”) having exercised its power. The CCB will be phased-in gradually, starting from 1 July 2016 at 0.625% and increasing by 0.625% every year thereafter, until being fully implemented (2.5%) on 1 January 2019. The Company is obliged to maintain a 2.5% CCB in addition to the CET1 capital maintained for the year 2019 to meet the own funds requirement imposed by Article 92 of the CRR.

According to paragraph 52(2) of the Directive, the Macroprudential Authority may exempt small and medium sized CIFs from holding an institution specific CCyB, in addition to their CET 1 Capital. The Company is obligated to maintain an institution specific CCyB until the next CBC’s assessment is made. In accordance with the provisions of this law, the CBC sets, on a quarterly basis, the Countercyclical Capital Buffer (the “CCyB”) level in accordance with the methodology described in this law. The CCyB is effective as from 1 January 2016 and is determined by the CBC ahead of the beginning of each quarter. The CBC has set the level of the CCyB rate for Cyprus at 0% for 2019.

In addition, full scope CIFs are required to maintain an institution specific CCyB equivalent to their total risk exposure amount multiplied by the weighted average of the countercyclical buffer rates. At present, based on ESRB and BIS website, the countries that have adopted a positive countercyclical capital buffer rate are as shown in the table below:

**Table 3: Countercyclical Capital Buffer Rate per Country**

Country	Current Rate		Future Rate	
	Date from	CCyB Rate	Date from	CCyB Rate
<b>Belgium</b>	01/01/2016	0.00%	01/07/2020	0.5%
<b>Bulgaria</b>	01/04/2020	1.00%	01/01/2021	1.50%
<b>Cyprus</b>	01/01/2020	0.00%	N/A	N/A
<b>Czech Republic</b>	01/01/2020	1.75%	01/07/2020	2.00%
<b>Denmark</b>	30/09/2019	1.00%	30/06/2020	1.50%
<b>France</b>	02/04/2020	0.50%	N/A	N/A
<b>Germany</b>	01/01/2016	0.00%	01/07/2020	0.25%
<b>Hong Kong</b>	14/10/2019	2.00%	N/A	N/A
<b>Iceland</b>	01/02/2020	2.00%	N/A	N/A
<b>Ireland</b>	05/07/2019	1.00%	N/A	N/A
<b>Lithuania</b>	30/06/2019	1.00%	N/A	N/A
<b>Luxembourg</b>	01/01/2020	0.25%	01/01/2021	0.50%
<b>Norway</b>	13/03/2020	1.00%	N/A	N/A
<b>Slovakia</b>	01/08/2019	1.5%	01/08/2020	2.00%
<b>United Kingdom</b>	28/11/2018	1.00%	16/12/2020	2.00%

*Source: European Systemic Risk Board*

The institution specific CCyB rate of the Company for 31 December 2019 was 0% since it was not exposed to jurisdictions that the CCyB was over than zero.

The Macroprudential Oversight of Institutions Law, 2015, also requires the maintenance of additional capital buffer by the systemically important credit institutions and investment firms either at the national level, or at the EU level, referred to as Other Systemically Important Institutions (“O-SII”).

The O-SII capital buffer reflects the cost for an institution of being systemically important and reduces the moral hazard from the support of the institution from the state and the taxpayers and compensates for the higher risk it represents for the national financial system and the potential consequences of its failure. The Company is not obliged to maintain a O-SII capital buffer as it is not a O-SII institution.

The Policy Statement (PS-01-2019), provides public guidance on CySEC’s approach on the risk management arrangements of those Cypriot Investment Firms (“CIFs”) providing investment services and/or performing investment activities in financial contract for differences (“CFDs”).

The European Securities and Markets Authority (ESMA) has adopted new intervention measures on the provision of CFDs including the Negative Balance Protection (NBP) Requirement for protecting retail clients exposed to the consequences of trading in CFD. The purpose of this arrangement is to ensure that the maximum loss for the clients from trading CFDs never exceeds the client’s available funds in the specific amount when the “margin close-out protection” cannot be effectively applied. Following the implementation of the ESMA decision and following a market-wide review of CFD CIFS, the Cyprus Securities and Exchange Commission (CySEC) has imposed Risk Management Transferring Arrangements in order to enhance the market structure for CFD CIFs and monitor the compliance with the new requirements.

Further to the above, all CFD CIFs operating under a Full Scope Licence are required to maintain an additional of CET 1 Capital of either a) €2.000.000, or b) 2% of their total risk exposure, whichever is higher unless they collaborate and have in place Liquidity and Contractual Arrangements with entities (Credit Institutions or Investment Firms) domiciled in a third country listed in Annex I of the Commission Implementing Decisions (EU) 2016/230 and/or EEA regulated entities and/or entities domiciled in a member of G20.

The Company is not required to restructure its LP Contractual Arrangements since it is categorised as a Full Scope CFD CIF. Moreover, the Company maintains contractual agreements with solely EU entities and as such is not required to hold additional capital as per the provisions of the Policy Statement.

### **1.5. Declaration of the Management Body**

The Management Body is required to proceed with an annual declaration on the adequacy of the Company’s risk management framework and ensure that the risk management arrangements and systems of financial and internal control in place are in line with the Company’s risk profile.

The Company’s risk management framework is designed to identify, assess, mitigate and monitor all sources of risk that could have a material impact on the Company’s operations. The Board considers that it has in place adequate systems and controls with regard to the Company’s size, risk profile and strategy and an appropriate array of assurance mechanisms, properly resourced and skilled, to avoid or minimise loss.

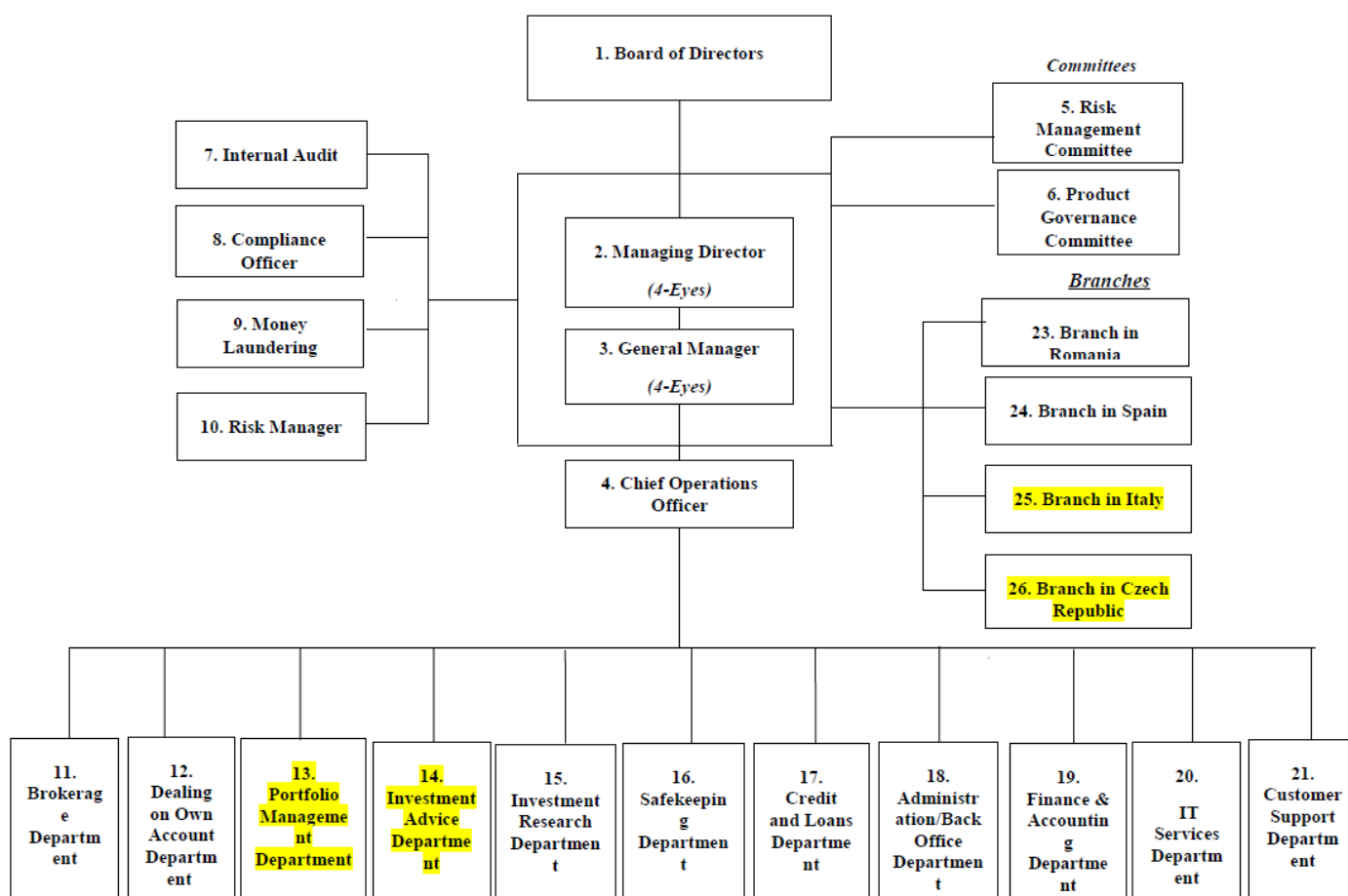
## 2. CORPORATE GOVERNANCE

The Company's systems of risk management and internal control include risk assessment, management or mitigation of risks, including the use of control processes, information and communication systems and processes for monitoring and reviewing their continuing effectiveness.

The risk management and internal control systems are embedded in the operations of the Company and are capable of responding quickly to evolving business risks, whether they arise from factors within the Company or from changes in the business environment.

### 2.1. Organisational Structure

The company's latest organizational structure is as follows:



\*yellow highlighted: Pending approval from CySEC

### 2.2. The Board of Directors

The Board has the overall responsibility for the establishment and oversight of the Company's Risk Management Framework. The Board satisfies itself that financial controls and systems of risk management are robust. The Board comprises of 2 executive directors and 4 non-executive directors.

The Company has in place the Internal Operations Manual which lays down the activities, processes, duties and responsibilities of the Board, Committees, Senior Management and staff constituting the Company.

The Company implements and maintains adequate risk management policies and procedures which identify the risks relating to the Company's activities, processes and systems, and where appropriate, set the level of risk tolerated by the Company. The Company adopts effective arrangements, processes and systems, in light of that level of risk tolerance, where applicable.

### 2.3. Number of Directorships held by members of the Board

All members of the Board commit sufficient time to perform their functions in the Company. The number of directorships which may be held by a member of the Board at the same time shall take into account individual circumstances and the nature, scale and complexity of the Company's activities. Unless representing the Republic, members of the Board of a CIF that is significant in terms of its size, internal organisation and the nature, the scope and the complexity of its activities shall not hold more than one of the following combinations of directorships at the same time:

- One executive directorship with two non-executive directorships;
- Four non-executive directorships.

For the purposes of the above, Executive or non-executive directorships held within the same group shall count as a single directorship. Furthermore, directorships in organisations which do not pursue predominantly commercial objectives such as non-profit or charitable organisations shall not count for the purposes of the above guidelines.

The table below discloses the number of directorships held by members of the management body.

**Table 4: Number of Directorships of the members of the Board of Directors**

Director	Function	Number of Executive Directorships	Number of Non-Executive Directorships
Ms. Maria Papachristoforou	Executive Director	1	1
Mr. Charalambos Patatos*	Executive Director	1	-
Mr. Octavian Patrascu	Non-Executive Director	1	1
Mr. Thomas Xydas	Independent, Non-Executive Director	1	2
Mr. Chrysanthos Anastasiades	Independent, Non-Executive Director	-	5
Mr. Pavlos Iosifidis**	Independent, Non-Executive Director	1	1

\*Appointed on 13 February 2019 in replacement of Ms. Christina Dorothy Koullapi Demosthenous

\*\*Appointed on 15 November 2019

\*\*\* Mr. Charalambos Christodoulides (Non-Executive Director) resigned on 29 July 2019.

## 2.4. Policy on Recruitment

The Company shall establish, implement and maintain a Recruitment of Persons Policy. The Company will recruit its employees by implementing the relevant procedures set out in the policy.

Recruitment into the Board combines an assessment of both technical capability and competency skills referenced against the Company's leadership framework. Members of the Board possess sufficient knowledge, skills and experience to perform their duties. The overall composition of the Board reflects an adequately broad range of experiences to be able to understand the CIF's activities, including the main risks to ensure the sound and prudent management of the Company as well as sufficient knowledge, of the legal framework governing the operations a CIF.

Persons employed by the Company will meet the following criteria:

- a) Good Repute  
Persons employed by the Company will have integrity, morals and credibility.
- b) Skills, knowledge and expertise  
Persons employed by the Company will hold academic and/or professional qualifications and professional experience relevant to the responsibilities assigned to them.
- c) Relevant academic title or degree or professional qualification and relevant experience

The Recruitment Policy shall be reviewed and updated by the Board of Directors, as may be required from time to time.

## 2.5. Policy on Diversity

The Company is committed to promote a diverse and inclusive workplace at all levels, reflective of the communities in which it does business. It approaches diversity in the broadest sense, recognizing that successful businesses flourish through embracing diversity into their business strategy, and developing talent at every level in the organisation.

The Company recognises and embraces the benefits of having a diverse Board and believes that increasing the diversity at Board level will help maintaining a competitive advantage. The Company believes that diversity of the board enhances decision-making capability and that a diverse board is more effective in dealing with organisational changes, as well as to make good use of differences in skills, experience, background, gender, race and other distinctions between members of the Board.

For this purpose, the Company takes into consideration various aspects such as broad industry experience, skills, knowledge, independence, gender, age, cultural and educational background, for the Board appointments.

The applicability of this policy is reviewed at least annually by the Board of Directors, in the context of an internal review for compliance with the relevant legislation.



## **2.6. Governance Committees**

### **Product Governance Committee**

The Company established a committee which is responsible for the product approval and review. The committee is responsible to review the processes and procedures which are followed for approval and monitoring of manufactured instruments.

Further to the above, the committee shall ensure that the Company manufactures/distributes financial products targeting a particular group of Clients, so that the product meets their interests, needs and objectives (target market). The Committee shall also identify a group of end-Clients where these products may not be offered due to the Committee's assessment that the product does not meet their interests, needs and objectives (negative target market).

Moreover the committee shall identify appropriate distribution channels/venues and media of marketing for each target market. Finally the Committee shall identify information and practices that will enable to assess each individual end-Clients' compatibility with its products.

During the year 2019, the Product Governance Committee has met one time.

### **Risk Management Committee**

The Risk Management Committee of the Company is formed with the view to ensure the efficient monitoring of the risks inherent in the provision of the investment and ancillary services to Clients, as well as the overall risks underlying the operations of the Company. To this effect, the Company has adopted and maintains an applied risk management framework/policy, which identifies the risks relating to the Company's activities, processes and systems and sets the risk tolerance levels of the Company.

The Risk Management Committee bears the responsibility to monitor the adequacy and effectiveness of the said risk management framework/policy and procedures that are in place, the level of compliance by the Company and its relevant persons with the policies and procedures adopted, as well as the adequacy and effectiveness of measures taken to address any deficiencies with respect to those policies and procedures that are in place, including failures by the Company's relevant persons to comply with those policies and procedures.

The Risk Management Committee meets at least annually, unless the circumstances require extraordinary meetings.

### *Risk Manager*

Further to the formation of the overall Internal Governance Framework, it should be noted that the Board has appointed a Risk Manager to ensure that all the different types of risks taken by the Company are in compliance with the Law and the obligations of the Company under the Law, and that all the necessary procedures, relating to risk management are in place and are functional on an operational level from a day to day basis. The Risk Manager reports directly to the Senior Management of the Company while as previously discussed, the Risk Management

Committee is responsible to control and overview the Risk Manager's actions/ performance at work.

## 2.7. Other Governance Functions

### Internal Audit Function

The Company has appointed a qualified, experienced and independent Internal Auditor outsourced from MAP S.Platis. The Internal Auditor reports to the Senior Management and the Board of the Company and is separated and independent from the other functions and activities of the Company. The Internal Auditor has access to the Company's premises, systems, information, personnel and financials. The Board ensures that internal audit issues are considered when presented to it by the Internal Auditor and appropriate actions are taken according to the Board's assessment and prioritization.

### Compliance Function

Pursuant to the regulatory obligations of the Company and with the view to complement the Internal Governance framework of the Company, the Board has appointed a Compliance Officer, to head the Compliance Function of the Company in order to establish, implement and maintain adequate policies and procedures designed to detect any risk of failure by the Company to comply with its obligations, to put in place adequate measures and procedures designed to minimize such risks and to enable the competent authorities to exercise their powers effectively. The Compliance Officer is independent and reports directly to the Senior Management of the Company, having at the same time the necessary authority, resources, expertise and access to all relevant information.

**Table 5: Roles and Responsibilities**

Role	Responsibilities
<b>Risk Management Committee</b>	<ul style="list-style-type: none"> <li>• Scrutinize and decide on various risks associated with the operation of the Company with the view to increase the awareness of, formulate internal policies and measure the performance of the said policies</li> <li>• Review the risk management procedures in place</li> <li>• Review the ICAAP on a yearly basis</li> <li>• Monitor and control the Risk Manager's and Risk Management Department's performance and effectiveness</li> <li>• Ensure that the Company has clear policy in respect of the assumption, follow up and management of risks duly notified to all interested parties or organizational units of the Company.</li> <li>• Break down of such risk limits further where necessary, for example, per class of investment service or Financial Instrument, or Client or market</li> <li>• Implement stop loss-control limits</li> <li>• Follow up open positions within the approved limits</li> <li>• Ensure the immediate tracking down and scrutiny of important abrupt changes in the Company's financial figures, procedures or personnel, as well as the regular control of the volume and causes</li> </ul>



	<p>underlying deviations between projections and corporate end results, as submitted to the Board</p> <ul style="list-style-type: none"> <li>• Approve Client and counterparty limits</li> <li>• Approve policy description concerning information systems and monitor the information systems in place</li> <li>• Establish policy regarding the amount of information provided to Clients about the nature and risks of Financial Instruments according to the Client classification</li> <li>• Supervise the Disaster Recovery Plan</li> </ul>
<b>Risk Manager</b>	<ul style="list-style-type: none"> <li>• Design the overall risk management system of the Company</li> <li>• Comply and implement the relevant provisions of the Law</li> <li>• Prepare the Risk Management policies and procedures</li> <li>• Provide training to relevant employees and the Senior Management, on risk-related issues</li> <li>• Analyze the market and its trends</li> <li>• Evaluate the effect of the introduction of any potential new services or activities on the Company's risk management</li> <li>• Measures for the monitoring of capital adequacy and large exposures</li> <li>• Draft written reports to the Management Body including recommendations.</li> <li>• Monitor Client and counterparty limits</li> <li>• Identify and manage the overall risks faced by the Company</li> <li>• Establish methods for risk monitoring and measurement</li> <li>• Monitor the performance and overall actions of the Dealing on Own Account Department</li> <li>• Prepare and implement the ICAAP of the Company</li> <li>• Apply stress testing scenarios and undertake analysis of the results,</li> <li>• Propose for additional, if necessary, capital allocation for Pillar 2 risks and other risks not covered by Pillar 1</li> <li>• Apply the relevant provisions of the CRDIV requirements, as amended from time to time</li> <li>• Review the policy on maximum limits with respect to liquidity risk and market risk</li> </ul>
<b>Product Governance Committee</b>	<ul style="list-style-type: none"> <li>• Approve the Company's products</li> <li>• Design and develop new products</li> <li>• Review and update the product governance arrangements</li> <li>• Assess based on the product's risk and reward profile, the end-Clients' ability to absorb losses based on objective criteria</li> <li>• Assess based on the product's risk reward profile, the maximum possible loss emanating from investing in the product in order to assess the risk tolerance required by the end user to invest in this product</li> <li>• Identify a market segment to which the proposed product shall not be marketed/addressed/distributed or offered, the negative target market, as does not meet the dimensions set in determining the target market above.</li> </ul>

	<ul style="list-style-type: none"> <li>• Review and approve product policies</li> </ul>
<b>Compliance Function</b>	<ul style="list-style-type: none"> <li>• Liaise with all relevant business and support areas within the Company</li> <li>• Monitor and assess the adequacy and effectiveness of the measures, policies and procedures put in place</li> <li>• Monitor and assess the level of Legal &amp; Compliance Risk that the Company faces</li> <li>• Provide training to the staff of the Company in respect with the compliance function according to the Law</li> <li>• Communicate the relevant statutes of the IOM to each employee and notify them of any relevant changes therein</li> <li>• Develop and design the appropriate procedures of the Company, so as to prevent and resolve potential conflicts of interest</li> <li>• Ensure that all employees have the ability to identify cases of potential conflicts of interest.</li> <li>• Disclose to Clients the general nature and any potentially present conflicts of interest</li> <li>• Keep records regarding conflict of interest situations</li> <li>• Consent and approve the Company's Replacement Policy</li> <li>• Establish and implement the measures as regards personal transactions and notify each relevant person of the restrictions on personal transactions</li> <li>• Review the Company's website, on at least annual basis</li> <li>• Ensure that the termination process of Clients account is followed</li> <li>• Ensure that all relevant information are included in the Company's outsourcing agreements</li> <li>• Ensure that the performance of multiple functions by the Company's relevant persons does not and is not likely to prevent those persons from discharging any particular function soundly, honestly, and professionally</li> <li>• Follow up Client complaints or grievances in relation to the Administration/Back Office Department and filing these complaints.</li> <li>• Approve the information script and/or standard FAQ which shall state the information that can be shared with Clients</li> <li>• Monitor the development and periodic review of product governance arrangements</li> </ul>
<b>Internal Audit</b>	<ul style="list-style-type: none"> <li>• Establish, implement and maintain an audit plan to examine and evaluate the adequacy and effectiveness of the Company's systems, internal control mechanisms and arrangements</li> <li>• Issue recommendations based on the result carried out in accordance with point</li> <li>• Verify compliance with the recommendations of point</li> <li>• Provide timely, accurate and relevant reporting in relation to internal audit matters to the Board of Directors and the Senior Management of the Company, at least annually.</li> <li>• Provide the Company with an Independent confirmation that the process followed by the Company is according to the Board's</li> </ul>

	<p>requirements,</p> <ul style="list-style-type: none"> <li>• Provide the Company with an Independent review of the risk assessment, stress testing and capital allocation exercises performed, and shall confirm their compliance with the policies and procedures approved by the Board of the Company</li> <li>• Perform an Independent validation of all numbers included in the ICAAP Report and shall confirm their agreement with the financial records</li> </ul>
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## Outsourcing

The Company outsources some functions and activities to reputable and skilled individuals or companies, as per the provisions of the Law.

In outsourcing the functions and activities, the Company remains fully responsible for discharging all of its obligations under the Law and complies in particular with the following conditions:

- a) the outsourcing must not result in the delegation by senior management of its responsibility
- b) the relationship and obligations of the Company towards its Clients under the Law must not be altered
- c) the conditions with which the Company must comply in order to be authorized in accordance with the conditions for granting a CIF authorization as stated by the Law, and to remain so, must not be undermined
- d) none of the other conditions subject to which the Company's authorization was granted must be removed or modified
- e) where the compliance function is outsourced, the responsibility shall lay with the service provider (physical person) and in no case the responsibility shall be limited through the outsourcing agreement

It is noted that the following principle is adhered at all times, during any outsourcing: in the case that outsourcing concludes the transfer of functions of the Company to such a degree which renders the Company's a letter box entity, it is considered to undermine the conditions for authorization of the Company by CySEC.

The Compliance Officer ensures that the outsourced functions are included in the relevant outsourcing agreements with the service providers or individuals, and the Managing Director ensures that these are adhered to at all times.

The Board passes a resolution for selecting a service provider or individual for outsourcing and the Internal Auditor receives all feedback on the performance of the outsourced duties, at least annually.

The Company exercises due skill, care and diligence when entering into, managing or terminating any arrangement for the outsourcing to a service provider of critical or important operational functions or of any investment services or activities.

The respective rights and obligations of the Company and of the service provider are clearly allocated and set out in a written agreement. In particular, the Company keeps its instruction and

termination rights, its rights of information, and its right to inspections and access to books and premises. The agreement ensures that outsourcing by the service provider only takes place with the consent, in writing, of the Company.

## 2.8. Information flow on risk to the management body

Risk information flows up to the Board directly from the business departments and control functions. The Board ensures that it receives on a frequent basis, at least annually written reports regarding Internal Audit, Compliance, Money Laundering and Terrorist Financing and Risk Management issues and approves the Company's ICAAP report as shown in the table below:

**Table 6: Information flow on risk to management body**

	Report Name	Owner of Report	Recipient	Frequency
1	Risk Management Report	Risk Manager	Senior Management, Board, CySEC	Annually
2	Pillar I – CRDIV CoRep Forms	Risk Manager	Senior Management, Board, CySEC	Quarterly
3	ICAAP (Pillar 2) Report	Risk Manager	Senior Management, Board	Annually
4	Pillar 3 Disclosures	Risk Manager	Senior Management, Board	Annually
5	Risk Register	Risk Manager	Senior Management, Board	Annually
6	Compliance Report	Compliance Officer	Senior Management, Board, CySEC	Annually
7	Internal Audit Report	Internal Auditor	Senior Management, Board, CySEC	Annually
8	Anti-money laundering (AMLCO) Report	Anti-money laundering Compliance Officer	Senior Management, Board, CySEC	Annually
9	Audited Financial Statements	External Auditor	Senior Management, Board, CySEC	Annually
10	Form 144-14-11 'Prudential Supervision Information'	Risk Manager	Senior Management, Board, CySEC	Annually
11	Form 20-01 (Recovery Plan)*	Risk Manager	Senior Management, Board, CySEC	Every Two Years
12	Resolution Templates (XBRL)**	Risk Manager	Senior Management, Board, Resolution Authority (CBC)	Annually

*\*Directive DI20-01 of the Cyprus Securities and Exchange Commission on the establishment of simplified obligations as to the content and details of the recovery plans of CIFs.*

*\*\*Starting from the year 2021.*

Furthermore, the Company believes that the risk governance processes and policies are of utmost importance for its effective and efficient operation. The processes are reviewed and updated on an annual basis or when deemed necessary.



### 3. OWN FUNDS

Own Funds (also referred to as capital resources) is the type and level of regulatory capital that must be held to enable the Company to absorb losses. The Company is required to hold own funds in sufficient quantity and quality in accordance with CRD IV which sets out the characteristics and conditions for own funds. The Company throughout the year under review managed its capital structure and made adjustments to it in light of the changes in the economic and business conditions and the risk characteristics of its activities.

During the 12 month accounting period to 31 December 2019 the Company complied fully with all capital and liquidity requirements and operated well within the regulatory requirements. The Total Capital Ratio of the Company as at 31 December 2019 was maintained above the minimum regulatory capital of 10.5% (8% + buffers). The Company's Combined Buffer Requirement consists of the following:

- Regulatory capital requirement of the level of 8%,
- Capital Conservation Buffer ("CCB"),
- Countercyclical Capital Buffer ("CCyB").

#### 3.1. Tier 1 & Tier 2 Regulatory Capital

Institutions shall disclose information relating to their own funds. Furthermore, institutions shall disclose a description of the main features of the Common Equity Tier 1 (CET1) and Additional Tier 1 (AT1) instruments and Tier 2 (T2) instruments issued by the institution. In this respect, the Company's Tier 1 capital is wholly comprised of CET1 Capital. The composition of the capital base and capital ratios of the company are shown in the following table:

**Table 7: Composition of the capital base and capital ratios**

	€000
<b>CET1 capital: instruments and reserves</b>	
Capital instruments and the related share premium accounts	583
Other Reserves	25
Retained earnings	564
<b>CET1 capital: regulatory adjustments</b>	
Additional deductions of CET1 Capital due to Article 3 of the CRR (*)	(49)
<b>CET1 capital</b>	<b>1,124</b>
<b>AT1 capital</b>	<b>-</b>
<b>Tier 1 capital (T1 = CET1 + AT1)</b>	<b>1,124</b>
<b>Tier 2 (T2) capital</b>	<b>-</b>
<b>Total capital</b>	<b>1,124</b>
<b>Risk weighted assets</b>	
Credit risk	1,140
Market risk	179
Operational risk	3,425
<b>Total risk weighted assets</b>	<b>4,744</b>

Capital ratios and buffers	
<b>Common Equity Tier 1</b>	<b>23.68%</b>
<b>Tier 1</b>	<b>23.68%</b>
<b>Total Capital</b>	<b>23.68%</b>
Institution specific buffer requirement (CET1 requirement in accordance with article 92 (1)(a) plus capital conservation and countercyclical buffer requirements, plus systemic risk buffer, plus the systemically important institution buffer (G-SII or )-SII buffer), expressed as a percentage of risk exposure amount)	7.00%
of which: capital conservation buffer requirement	2.50%
of which: counter cyclical buffer requirement(**)	-
CET 1 available to meet buffer	15.68%

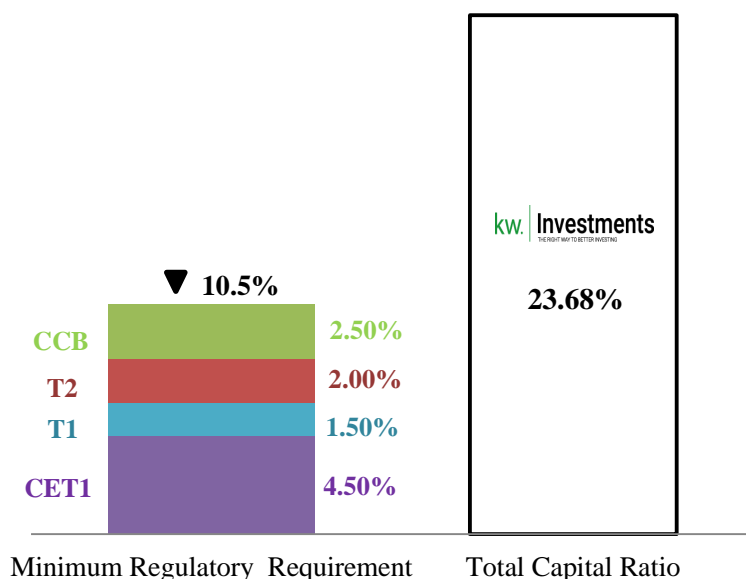
\*Treatment pursuant to Circular C162 (Capital adequacy requirements - Change in the treatment of the Investors Compensation Fund ("ICF") Contribution) on 10 October 2016, according to which the contribution to ICF will no longer be risk weighted as an "exposure to public sector entities" pursuant to paragraph 13(3) of Directive DI144-2014-15. The said ICF exposure will be deducted from CET1 Capital pursuant to Article 3 (Application of stricter requirements by institutions) of the CRR. The aforementioned Article gives the member states the power to request from the institutions to hold own funds in excess of those required by the CRR. Moreover, according to the Circular C334 (Treatment of the additional cash buffer of Investors Compensation Fund ('ICF') in the own funds calculation), CIFs should deduct the additional Cash Buffer of 3 per thousand of the eligible funds and financial instruments of their clients as at the previous year calculated according to paragraph 11(6) of the Directive DI87-07 (operation of the ICF).

\*\* No capital requirements derived from Company's exposures for 2019.

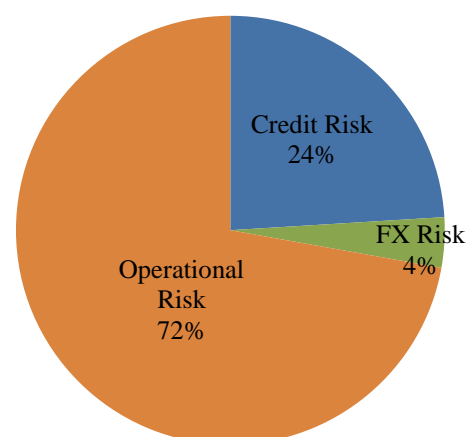
\*\*\*Common Equity Tier 1 available to meet buffers (as a percentage of risk weighted assets).

The figures below present the Company's capital adequacy and the Overall Exposure Breakdown for the year ended 2019.

### Capital Requirements



### Overall Exposure Breakdown





### 3.2. Main features of Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments

In order to meet the requirements for disclosure of the main features of these instruments, the company discloses the capital instruments' main features as outlined below:

**Table 8: Main features of capital instruments**

Capital Instruments Main Feature	CET1	
Issuer	Key Way Investments Ltd	
<b>Regulatory Treatment</b>		
Eligible at Solo/(sub-)consolidated/solo	Solo	
Instrument type	Common Equity	
Amount recognized in regulatory capital	€583k	
Nominal amount of instrument	€583k	
Issue Price	Various	
Accounting classification	Shareholders' Equity	
Original date of issuance	<i>Share Capital Increase</i>	<i>Effective Date</i>
	€201k	13/04/2016
	€75k	31/03/2017
	€100k	19/07/2017
	€100k	15/09/2017
	€107k	25/10/2017
Perpetual or dated	Perpetual	
Original maturity date	No maturity	
Issuer call subject to prior supervisory approval	No	
<b>Coupons / Dividends</b>		
Fixed or floating dividend/coupon	Floating	
Coupon rate and any related index	N/A	

The Company's capital resources consist of CET1 Capital. No additional Tier 1 or Tier 2 capital available.

### 3.3. Regulatory Capital Reconciliation

Institutions shall disclose a full reconciliation of CET1 items, AT1 items, T2 items, filters, deductions and the balance sheet in the audited financial statements of the institution as follows:

**Table 9: Regulatory Capital Reconciliation**

Equity	€000
Share capital	6
Share premium	577
Retained earnings	564
Other Reserves	25
<b>Total Equity as per the Audited Financial Statements</b>	<b>1,172</b>
<b>Regulatory Deductions</b>	
Intangible Assets	-
Additional deductions of CET1 Capital due to Article 3 of the CRR	(49)
<b>Total Own funds as per the CoRep Forms</b>	<b>1,124</b>



## **4. COMPLIANCE WITH REGULATORY CAPITAL AND THE OVERALL PILLAR II RULE**

### **4.1. Internal Capital**

The purpose of capital is to provide sufficient resources to absorb unexpected losses over and above the ones that are expected in the normal course of business. The Company aims to maintain a minimum risk asset ratio which will ensure there is sufficient capital to support the Company during stressed conditions.

### **4.2. Approach to assessing adequacy of Internal Capital**

The Company has established an ICAAP, documented it in a Manual and produced in this regard the ICAAP Report, as per the Circular C026 and Circular C027. Upon CySEC's request the ICAAP Report shall be submitted to CySEC. The Company has adopted the Pillar I plus approach whereby it determines the minimum capital required under Pillar I methodology and subsequently incorporates in that methodology the risks that are either not covered or are partially covered by Pillar I. Initially an assessment is made on the general financial position of the Company both from its financial statements and its Capital Adequacy Returns.

The Pillar I variable capital requirement is the sum of the credit risk and market risk requirements and the operational risk. In order to validate the adequacy of the above requirements under the Pillar I calculations, the ICAAP proceeds with the following individual tests:

- The adequacy of the credit and market risk requirements is assessed with reference to all relevant balance sheet items in order to ascertain if there are additional risks that are not covered by Pillar I
- Other risks connected with the balance sheet, such as liquidity risk and concentration risk, are reviewed in order to establish whether there should be an additional requirement that might not be covered under Pillar I
- The overall capital adequacy is tested by adding together the resulting requirement of the identified risks.
- The absolute impact of combinations of scenarios, including a severe market downturn, is considered in relation to the financial forecasts of the business to assess the potential impact on the capital base over a three year period (forward-looking).
- A comprehensive risk assessment is carried out for all risks, categorizing them under a risk profile by attributing the anticipated impact and likelihood of occurrence.
- Finally, additional measures are set for the mitigation of the identified risks as well as capital allocation

The Company operates a fully integrated ICAAP process throughout the year that rolls into the final ICAAP assessment. The Company also performs monthly key risk assessments supported by periodic stress testing. The ICAAP process considers all of the risks faced by the Company, the likely impact of them if they were to occur, how these risks can be mitigated and the amount of capital that it is prudent to hold against them both currently and in the future.

The ICAAP Report describes how the Company implemented and embedded its ICAAP within its business. The ICAAP also describes the Company's Risk Management framework e.g. the Company's risk profile and the extent of risk appetite, the risk management limits if any, as well

as the adequate capital to be held against all the risks (including risks other than the Pillar I risks) faced by the Company.

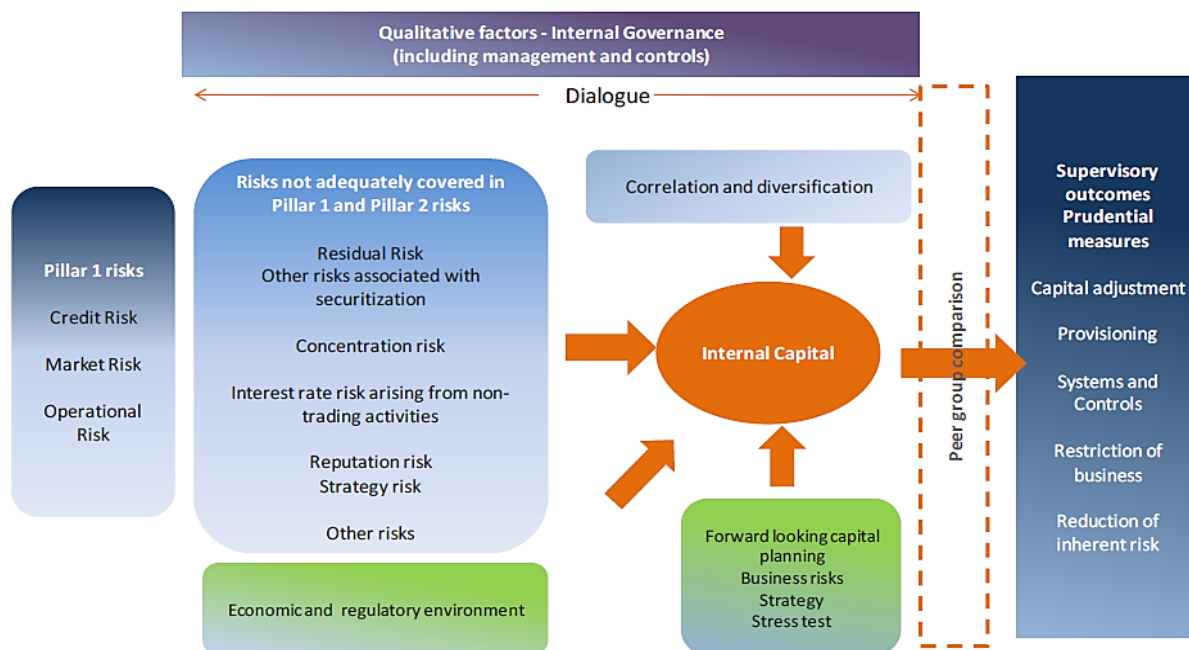
With regards to the ‘use test’ the following evidence shall be used to support that the ICAAP is embedded within the Firm:

- Senior management or board challenge, review and sign-off procedures; including any relevant notes in minutes from board and risk committee meetings.
- The extent to which the ICAAP is part of the firm’s capital management process, including the extent and use of capital modelling or scenario analysis and stress testing within the firm’s capital management policy. For example, in setting pricing and charges and the level and nature of future business.

In line with the Basel requirements, the key instruments to help the Company maintain adequate capitalization on an ongoing and forward-looking basis are:

- A strategic planning process which aligns risk strategy and appetite with commercial objectives;
- A continuous monitoring process against approved risk and capital targets set;
- Regular risk and capital reporting to management; and
- An economic capital and stress testing framework which also includes specific stress tests to underpin the Company’s recovery monitoring processes.

The graph below illustrates the process between ICAAP and SREP:



The Supervisory Review and Evaluation Process (SREP) is the supervisory tool for establishing the appropriate level of capital resources that a CIF should hold in order to meet its present and future capital requirements over a period of up to five years. Circular C027 outlines how CySEC applies the supervisory review and evaluation process (SREP) when reviewing the CIFs’ internal capital adequacy assessment processes (ICAAP) under the framework of the paragraph 33 of the Directive.

## 5. PILLAR I CAPITAL REQUIREMENTS

The following tables show the overall Pillar I minimum capital requirement and risk weighted assets for the Company under the Standardised Approach to Credit Risk, Market Risk and the Basic Indicator Approach for the Operational Risk.

### 5.1. Credit Risk

In the ordinary course of business, the Company is exposed to credit risk, which is monitored through various control mechanisms. Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date.

The Company has policies to diversify risks and to limit the amount of credit exposure to any particular counterparty in compliance with the requirements of the Directive. The Company continuously monitors the fair value calculations, forecast and actual cash flows, and cost budgets so that to ensure that the carrying level of Company's own funds and consequently the Capital Adequacy ratio meet the regulatory requirements at all times.

Trade receivables are shown net of any provision made for impairment. The management believes that no additional credit risk, beyond amounts provided for collection losses, is inherent in the trade receivables. Cash balances are held with high credit quality financial institutions and the Company has policies to limit the amount of credit exposure to any financial institution.

### IFRS 9 Impairment

IFRS 9 introduced a new model for recognition of impairment losses – the expected credit losses (“ECL”) model. The new rules require that entities will have to record an impairment loss equal to the 12-month ECL for financial assets that have not suffered a significant increase in credit risk since initial recognition. Where there has been a significant increase in credit risk since initial recognition, impairment is measured using lifetime ECL rather than 12-month ECL. Entities must calculate probability of default (“PD”), losses given default (“LGD”) and exposures at default (“EAD”) to estimate expected credit loss provisioning amounts. The model includes operational simplifications for lease and trade receivables which require lifetime losses to be calculated.

The Company has the following types of financial assets that are subject to the expected credit loss model: cash and cash equivalents. The Company provides for credit losses against loans to related parties, receivables, other receivables, and cash and cash equivalents. The loss allowance was not reflected on the position as it is the Company's policy not to adjust for immaterial amounts. The first €100.000 have been deducted from the calculation in case of EU banks under the Deposit Guarantee Scheme.

#### 5.1.1. Credit risk adjustments

The Company assesses at the balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the

asset (a “loss event”) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Trade receivables are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method, less provision for impairment. For those trading receivables that are 90 days or more past due, in non-accrual status, the Company classifies them as “in default”, thus an impairment test will emerge. A financial asset is past due if a counterparty has failed to make a payment when contractually due.

Other receivables are recognized initially at fair value and subsequently measured at amortized cost, using the effective interest method, less provision for impairment. A provision for impairment of other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When a receivable is uncollectible, it is written off against the allowance account for other receivables. Subsequent recoveries of amounts previously written off are credited in the statement of comprehensive income. None of the derivative financial instruments is either past due or impaired.

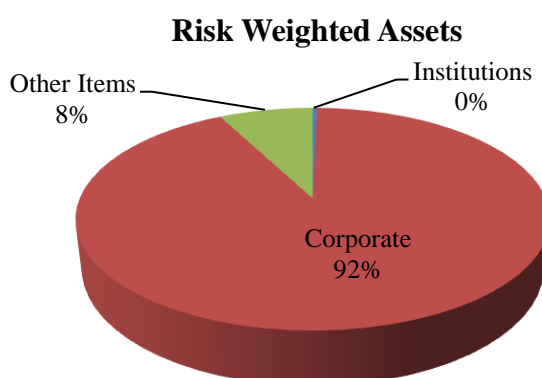
### 5.1.2. Credit Risk – Risk Weighted Assets

The minimum capital requirement for Credit risk is calculated by exposure using a factor of 8%. The following table shows the risk-weighted exposure amounts and the corresponding minimum capital requirements as at 31 December 2019 of the Company broken down by exposure class:

**Table 10: Exposure classes as at 31 December 2019**

Exposure class	Risk Weighted Assets	Capital Requirements
	€000	€000
Institutions	4	0
Corporates	1,049	84
Other Items	87	7
<b>Total</b>	<b>1,140</b>	<b>91</b>

The Regulation requires disclosure for additional asset classes. These have not been shown in the table above as these are nil as at the reporting period.



### 5.1.3. Credit Risk – Analysis of Average exposures and total amount of exposures after accounting offsets

The Company shall disclose the total amount of exposures after accounting offsets and without taking into account the effects of credit risk mitigation and the average amount of the exposures over the period broken down by different types of exposures as follows:

**Table 11: Analysis of Average Exposures**

Exposure class	Original exposure amount, net of specific provisions €000	Average Exposure €000
Institutions	19	52
Corporates	1,049	515
Other Items	93	738
<b>Total</b>	<b>1,161</b>	<b>1,305</b>

### 5.1.4. Credit Risk – Risk Weighted Assets by Geographical distribution of the exposure classes

The Company shall disclose the geographical distribution of the exposures, broken down in significant areas by material exposures classes. The geographical distribution of the exposure classes of the Company are as follows:

**Table 12: Geographical distribution of the exposure classes**

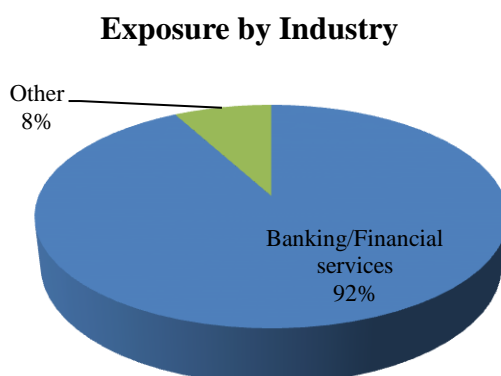
Exposure class	Cyprus €000	Gibraltar €000	Israel €000	Romania €000	Other €000	Total
Institutions	11	-	-	7	2	19
Corporates	178	863	8	-	-	1,049
Other Items	93	-	-	-	-	93
<b>Total</b>	<b>281</b>	<b>863</b>	<b>8</b>	<b>7</b>	<b>2</b>	<b>1,161</b>

### 5.1.5. Credit Risk – Distribution of exposures by industry

The Company shall disclose the distribution of the exposures by industry or counterparty type, broken down by exposure classes, including specifying exposure to SMEs, and further detailed if appropriate as follows:

**Table 13: Exposures by industry**

Exposure class	Banking/Financial services	Other	Total
	€000	€000	€000
Institutions	19	-	19
Corporates	1,049	-	1,049
Other Items	-	93	93
<b>Total</b>	<b>1,068</b>	<b>93</b>	<b>1,161</b>



#### 5.1.6 Residual maturity broken down by exposure classes

The Company shall disclose the residual maturity breakdown of all the exposures, broken down by exposure classes, as follows:

**Table 14: Residual maturity broken down by exposure class**

	Residual Maturity ≤ 3 months	Residual Maturity > 3 months	Total
Exposure	€000	€000	€000
Institutions	19	-	19
Corporates	1,049	-	1,049
Other Items	5	87	93
<b>Total</b>	<b>1,073</b>	<b>87</b>	<b>1,161</b>

#### 5.2. Use of ECAIs

The Company shall disclose the names of the nominated External Credit Assessment Institutions (“ECAIs”) and the exposure values along with the association of the external rating with the credit quality steps.

The Company uses external credit ratings from Moody’s. These ratings are used for all relevant exposure classes. The general ECAI association with each credit quality step is as follows:

**Table 15: ECAI Association with each credit quality step**

Credit Quality Step	Moody's Rating	Corporate	Institutions			Sovereign
			Sovereign method	Credit Assessment method		
				Maturity > 3 months	Maturity ≤ 3 months	
1	Aaa to Aa3	20%	20%	20%	20%	0%
2	A1 to A3	50%	50%	50%	20%	20%
3	Baa1 to Baa3	100%	100%	50%	20%	50%
4	Ba1 to Ba3	100%	100%	100%	50%	100%
5	B1 to B3	150%	100%	100%	50%	100%
6	Caa1 and below	150%	150%	150%	150%	150%

Exposures to unrated institutions are assigned a risk weight according to the credit quality step to which exposures to the central government of the jurisdiction in which the institution is incorporated, as specified in Article 121 of CRR. Notwithstanding the general treatment mentioned above, short term exposures to institutions could receive a favourable risk weight of 20% if specific conditions are met. The Other Items category includes tangible assets, debtors and prepayments risk weighted at 100%, cash items in the process of collection risk weighted at 20% and cash in hand risk weighted at 0%. Moreover, exposures to corporate clients were risk weighted by 100% risk factor since they were all unrated and were incorporated in countries with no credit rating or with credit assessment up to credit quality step 5.

**Table 16: Breakdown of exposures by asset class and risk weight under the Standardised approach**

Exposure Classes	Risk Weight			Total €000	Of which unrated €000
	0%	20%	100%		
	€000	€000	€000		
Corporate	-	-	1,049	1,049	1,049
Institutions	-	19	-	19	19
Other Items	5	-	87	93	93
<b>Total</b>	<b>5</b>	<b>19</b>	<b>1,136</b>	<b>1,161</b>	<b>1,161</b>

The table below presents exposure values before and after credit risk mitigation of the Company, corresponding to Credit Quality Steps (CQS). The values before credit risk mitigation represent the initial exposure value net of value adjustments while the values after credit risk mitigation represent exposures taking into account the eligible financial collateral funded and unfunded credit protection

**Table 17: Exposures before and after credit risk mitigation as at 31 December 2019**

Credit Quality Step	Exposure values before credit risk mitigation €000	Exposure values after credit risk mitigation €000
Unrated	1,161	1,161
<b>Total</b>	<b>1,161</b>	<b>1,161</b>

### 5.3. Securitisations

The Company is not an active participant in the origination of securitisations (meaning pooled assets with tranche risk), and accordingly detailed Pillar III disclosures are not made.

### 5.4. Counterparty Credit Risk

Counterparty Credit Risk (“CCR”) may be defined as the risk that the counterparty to a transaction could default before the final settlement of the transaction's cash flows. Such transactions relate to contracts for financial derivative instruments, repurchase agreements and long settlement transactions.

The Company did not have any open positions as at 31 December 2019 and as such, the Counterparty Credit Risk was zero.



## Counterparty Policies with respect to wrong-way risk exposures

Wrong-way risk occurs when the exposure to a particular counterparty is positively correlated with the PD of the counterparty itself or where there is an adverse correlation between counterparty's PD and the mark-to-market value of the underlying transaction. A wrong-way trading situation can be defined as the condition where the exposure to the counterparty increases, while the counterparty's financial situation and its ability to pay on the transaction diminishes.

As part of the credit review process, basic assumptions are established regarding correlations for a given trading product.

The management of wrong-way risk is integrated within the Company's overall credit risk assessment approach and is subject to a framework for identification and treatment of wrong-way risk, which includes governance, processes, roles and responsibilities, methodology, scenarios, reporting, review and escalation.

A conservative treatment for the purpose of calculating exposure profiles is applied to material trades with wrong-way risk features. The wrong-way risk framework applies to OTC, securities financing transactions and centrally cleared trades. If material correlation is identified, the collateral is deemed ineligible for regulatory risk calculations and risk is measured on an uncollateralised basis. The Company does not have any Wrong-Way Risk Exposures.

## 5.5. Market Risk

Market risk can be defined as the risk of losses in on and off-balance sheet positions arising from adverse movements in market prices. From a regulatory perspective, market risk stems from all the positions included in banks' trading book as well as from commodity and foreign exchange risk positions in the whole balance sheet.

The Company is a "Full Scope" CIF, but since it has not commenced operations of the investment service of "Dealing on Own Account" yet, market risk is limited to movements in foreign exchange rates.

The following table discloses the Company's market risk as at 31 December 2019:

**Table 18: Market Risk Exposure**

<b>Market Risk - Risk Weighted Assets</b>	<b>2019 €000</b>
Position Risk	-
Foreign Exchange	179
Commodities	-
<b>Total Market Risk Exposure</b>	<b>179</b>
<b>Total Market Risk Requirements</b>	<b>14</b>



### 5.5.1. Position Risk

This is the risk that the fair value of a financial instrument fluctuates as a result of changes in market prices other than due to the effect of transactional foreign currency exposures or interest rate risks. The Company has market price risk as a result of its trading activities in CFDs on stocks, indices, commodities, ETFs, etc.

The sum of the absolute values of all the Company's net long positions and all its net short positions is its overall gross position. The Company calculates, separately for each market, the difference between the sum of the net long and the net short positions. The sum of the absolute values of those differences is its overall net position. The specific risk on this individual position can be ignored if the stock-index future in question is exchange traded and represents a relevant appropriately diversified index.

The Company did not have any open positions in stocks or indices for the period up to 31 December 2019 and as such the position risk is zero.

### 5.5.2. Foreign Exchange Risk

The Company's reporting currency is Euro. Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk arising from various currency exposures. Furthermore, funds deposited by clients may not always be maintained in the originally deposited currency but may instead be converted to other currencies on the basis of the management's decisions. This may expose the Company to Foreign currency risk. The Company's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

If the sum of the Company's overall net foreign-exchange position and its net gold position exceeds 2% of its total own funds, the Company calculates own funds requirements for foreign exchange risk. The own funds requirement for foreign exchange risk is the sum of its overall net foreign-exchange positions and its net gold position in the reporting currency, multiplied by 8%.

The foreign exchange risk in the Company is effectively managed by setting and controlling foreign exchange risk limits, such as through the establishment of maximum value of exposure to a particular currency pair.

The Company's foreign exchange risk capital requirement is €14k emanating from a net foreign exchange exposure of €179k based on the latest relevant calculations of the Company's capital requirements, as at 31<sup>st</sup> of December 2019.

### Closely Correlated Currencies

Following the EBA's Final draft Implementing Technical Standards on Closely Correlated Currencies under Article 354 (3) of CRR, the Company may apply lower own funds requirements against positions in relevant closely correlated currencies as those are disclosed by EBA. In this respect, for the calculation of the foreign exchange risk for matched positions on closely correlated currencies, a capital requirement of 4% instead of 8% is used.

The Company's positions in matched closely correlated currencies for the period up to 31 December 2019 were zero.

### **5.5.3. Commodities Risk**

The risk of the unexpected changes in commodities prices. These commodities are split into precious metals (except gold), base metals, agricultural products and other energy products (oil gas). The Company calculates its capital requirement with respect to commodities risk using the Simplified Approach. Each position in commodities or commodity derivatives is expressed in terms of the standard unit of measurement. The spot price in each commodity is expressed in the reporting currency.

The capital requirements for each commodity are calculated as the summation of the following:

- $15\% \times \text{net position (long or short)} \times \text{spot price for the commodity}$
- $3\% \times \text{gross position (long plus short)} \times \text{spot price for the commodity}$

The overall capital requirements for commodities risk are the sum of capital requirements for each commodity.

The Company did not have any open positions in commodities for the period up to 31 December 2019 and as such the commodities risk is zero.

### **5.5.4. Interest Rate Risk**

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk in relation to its bank deposits and from the interest charged on the derivative financial instruments that remain open overnight.

The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets and liabilities. The bank balances held in current accounts have no significant interest.

The Company's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

### **5.6. Operational Risk**

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk. It is inherent in every business organization and covers a wide range of issues. The Company manages operational risk through a control-based environment in which processes are documented and transactions are reconciled and monitored. This is supported by continuous monitoring of operational risk incidents to ensure that past failures are not repeated.



In addition, the Company has developed, implemented and maintains an Operational Risk Management Framework, congruent with the Policy and the principles of the Capital requirements (CRR/CRD IV) framework. The Operational Risk Management Framework provides the strategic direction and guidelines on operational risk in order to ensure that an effective operational risk management and measurement process is adopted throughout the Company. The Framework also provides for the consistent and comprehensive capture of data elements needed to measure and verify the operational risk exposure, as well as to implement appropriate reporting systems and mitigation strategies.

Further to the above, the company has in place controls and procedures in order to reduce the operational risk as follows:

- Monitoring of the effectiveness of policies, procedures and controls;
- Use of systems to automate processes and controls to eliminate risk due to human error;
- Ongoing maintenance of procedures to prevent unauthorised actions and errors;
- Use of training to reduce the likelihood of human error arising from lack of expertise
- Maintaining risk registers in the context of ICAAP; and
- Maintaining a four-eye structure and implementing board oversight over strategic decisions made by the heads of departments;

Furthermore, the Company has in place additional policies and processes whose implementation assists with the evaluation and management of any exposures to operational risk. Such policy and process is the Business Continuity and Recovery Plan. The Company acknowledges that a significant hazard exists to its ability to continue normal business procedures following unexpected incident. Moreover, the Company has an important dependency with its automatic systems and processes. As a result, a recovery plan is needed in order to deal with the risk of potential disaster.

The objectives of this plan are to provide:

- a) continuing operations so that the Company can offer its services to the clients,
- b) business and records protection,
- c) a framework for risk and exposure controlling,
- d) measures against risks.

For the calculation of the Operational Risk in relation to the capital adequacy reports, the Company uses the Basic Indicator Approach (BIA). Under the BIA, the own funds requirement

for operational risk is equal to 15% of the average over three years of the relevant indicator. However, the Company has not completed business for three years, thus for the calculation of Operational Risk, the business plan used in order to calculate the relevant indicator for the year 3. Consequently, based on the relevant calculations the Company's exposure to Operational Risk, as at 31 December 2019, was **€3,641k** as provided by the table below.

**Table 19: Operational Risk capital requirements**

2019	Year -3 €'000	Year -2 €'000	Last Year €'000	RWA €'000	Capital Requirement €'000
<b>Basic Indicator Approach</b>	8	2,570	2,902	3,425	274

Under the Basic Indicator Approach, the capital requirement for operational risk is equal to 15% of the average of three years of the above relevant indicator, resulting to **€274k** capital requirements.

### 5.7.Credit Valuation Adjustment Risk

Credit Valuation Adjustment (CVA) means an adjustment in the mid-market valuation of the portfolio of transactions with a counterparty. This adjustment reflects the current market value of the credit risk of the counterparty to the Company.

The Company calculates CVA risk for Securities financing transactions, for transactions with qualifying central counterparties and transactions with financial counterparties.

As at 31 December 2019, the Company's risk weighted assets for CVA risk was zero.

## 6. LEVERAGE RATIO

The Company shall disclose the Leverage Ratio and how it applies the definition of Tier 1 Capital.

The leverage ratio is a supervisory tool for the European Union, which it is in line with international agreements. Moreover, it is a supplementary non-risk based ratio that aims in monitoring the excessive built-up of leverage on the balance sheet of institutions. The leverage ratio is expressed as a percentage of Tier 1 Capital over the total leverage exposure measure.

The total leverage exposure measure is defined as the sum of exposure values of all assets and all off-balance sheet items not deducted when calculating Tier 1 Capital.

The Leverage Exposure measure includes:

- All On-balance sheet assets;
- Derivative exposures;
- Securities Financing Transaction exposures;
- Other non-trading book exposures.

The Basel Committee has set a benchmark of 3% for a minimum Leverage ratio.

The Company's Leverage Ratio for the period up to 31 December 2019 was **96.80%**:

**Table 20: Leverage Ratio**

2019	Leverage Ratio Exposure
	€000
<b>Exposure Values</b>	
Derivatives: <i>Replacement cost associated with all derivatives transactions</i>	-
Derivatives: <i>Add-on amounts for PFE associated with all derivatives transactions</i>	-
Other assets: <i>On-balance sheet items (excluding derivatives, SFTs and fiduciary assets, but including collateral)</i>	1,161
<b>Total exposures</b>	<b>1,161</b>
<b>Capital and regulatory adjustments</b>	
Tier 1 Capital	1,124
<b>LEVERAGE RATIO</b>	<b>96.80%</b>

The Company monitors leverage closely in order to ensure that any possible excess of the Leverage Limit will be identified and managed promptly. The Company's leverage ratio of 96.80% is well above the minimum ratio of 3%.

## **7. OTHER RISKS**

### **7.1. Concentration Risk**

Concentration Risk includes large individual exposures and significant exposures to companies whose likelihood of default is driven by common underlying factors such as the economy, geographical location, instrument type etc.

Concentration risk was partly addressed through diversification of counterparties, namely banking institutions.

The Company's experience in the collection of trade receivables has never caused debts which are past due and have to be impaired. The company has a policy in place to monitor debts overdue by preparing debtors ageing reports.

#### **Large Exposures**

The Company shall disclose any additional capital requirements derived from large exposures in the Company's trading book.

A large exposure is defined as the total exposure of a firm to a client or group of connected clients, whether in the banking book or trading book or both and its value is equal to or exceeds 10% of its eligible capital.

Where the amount of €150 million is higher than 25 % of the institution's eligible capital the value of the exposure, after taking into account the effect of credit risk mitigation in accordance with Articles 399 to 403 shall not exceed a reasonable limit in terms of the institution's eligible capital. That limit shall be determined by the institution in accordance with the policies and procedures referred to in Article 81 of Directive 2013/36/EU, to address and control concentration risk. This limit shall not exceed 100 % of the institution's eligible capital.

Large exposures related to the trading book are subject to additional capital requirements as per the Article 397 of the CRR. Moreover, the capital charge is associated with the trading book exposure for each client or group of connected clients exceeding the large exposure limit times a multiplier which is defined on table 1 of the aforementioned article.

The Company's exposures are within the limits and as such no further actions are required.

### **7.2. Reputation Risk**

Reputation risk is the current or prospective risk to earnings and capital arising from an adverse perception of the image of the Company on the part of customers, counterparties, shareholders, investors or regulators. Reputation risk could be triggered by poor performance, the loss of one or more of the Company's key directors, the loss of large customers, poor customer service, fraud or theft, customer claims, legal action and regulatory fines.

The Company has transparent policies and procedures in place when dealing with possible customer complaints in order to provide the best possible assistance and service under such circumstances. The possibility of having to deal with customer claims is very low as the Company provides high quality services to customers.

### **7.3. Strategic Risk**

Strategic Risk could occur as a result of adverse business decisions, improper implementation of decisions or lack of responsiveness to changes in the business environment. The Company's exposure to strategic risk is moderate as policies and procedures to minimize this type of risk are implemented in the overall strategy of the Company.

### **7.4. Business Risk**

Business Risk includes the current or prospective risk to earnings and capital arising from changes in the business environment including the effects of deterioration in economic conditions. Research on economic and market forecasts are conducted with a view to minimize the Company's exposure to business risk. These are analyzed and taken into consideration when implementing the Company's strategy.

### **7.5. Capital Risk Management**

Capital Risk is the risk that the Company will not comply with capital adequacy requirements. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company has a regulatory obligation to monitor and implement policies and procedures for capital risk management. Specifically, the Company is required to test its capital against regulatory requirements and has to maintain a minimum level of capital. This ultimately ensures the going concern of the Company. Such procedures are explained in the Procedures Manual of the Company.

The Company is further required to report on its capital adequacy quarterly and has to maintain at all times a minimum total capital adequacy ratio which is set at 8%. The capital adequacy ratio expresses the capital base of the Company as a proportion of the total risk weighted assets. Management monitors such reporting and has policies and procedures in place to help meet the specific regulatory requirements. This is achieved through the preparation on a monthly basis of management accounts to monitor the financial and capital position of the Company.

### **7.6. Regulatory Risk**

Regulatory risk is the risk the Company faces by not complying with relevant Laws and Directives issued by its supervisory body. If materialized, regulatory risk could trigger the effects of reputation and strategic risk. The Company has documented procedures and policies based on the requirements of relevant Laws and Directives issued by the Commission; these can be found in the Procedures Manual. Compliance with these procedures and policies are further assessed and reviewed by the Company's Internal Auditors and suggestions for improvement are implemented by management. The Internal Auditors evaluate and test the effectiveness of the Company's control framework at least annually. Therefore the risk of non-compliance is very low.

### **7.7. Legal and Compliance Risk**

Legal and Compliance Risk could arise as a result of breaches or non-compliance with legislation, regulations, agreements or ethical standards and have an effect on earnings and capital. Following the replacement of the Law 144(I)/2007 by Law 87(I)/2017 for the purpose of



harmonization with MIFID II, several regulatory changes were applied that may cause the Company's exposure to compliance risk. The Company among others is also exposed to legal and compliance risk arising from inability or inadequate arrangements to comply with the requirements related to the:

- product governance (Circular C236, Directive DI87-01),
- new rules governing derivatives on virtual currencies (Circular C268),
- Commission Delegated Regulation of 8 June 2016 of the European Parliament and of the Council with regard to regulatory technical standards for the annual publication by investment firms of information on the identity of execution venues and on the quality of execution,
- additional specific risk buffer with respect to exposures in Estonia (Circular C222),
- Policy Statement on the Risk Management Arrangements of Cyprus Investment Firms Providing Investment Services in CFDs,
- European Securities and Markets Authority Decision (EU) 2019/155 of 23 January 2019 renewing the product intervention measures relating to the marketing, distribution or sale of contracts for differences to retail clients,
- provisions of the General Data Protection Regulation (GDPR) 2016/679 and
- 4<sup>th</sup> AML Directives (Directive (EU) 2015/849)
- 5<sup>th</sup> AML Directive (Directive (EU) 2015/849)
- EMIR Refit

The probability of such risks occurring is relatively low due to the detailed internal procedures and policies implemented by the Company and regular reviews by the Internal Auditors. The structure of the Company is such to promote clear coordination of duties and the management consists of individuals of suitable professional experience, ethos and integrity, who have accepted responsibility for setting and achieving the Company's strategic targets and goals. In addition, the Board meets at least annually to discuss such issues and any suggestions to enhance compliance are implemented by management. Finally and with respect the Implications of NBP, the Company has contractual agreements with solely with European Economic Area regulated entities and as such is not required to maintain a minimum additional capital buffer.

## 7.8. IT Risk

IT risk could occur as a result of inadequate information technology and processing, or arise from an inadequate IT strategy and policy or inadequate use of the Company's information technology. Specifically, policies have been implemented regarding back-up procedures, software maintenance, hardware maintenance, use of the internet and anti-virus procedures. Materialization of this risk has been minimized to the lowest possible level.

## 7.9. Risk Reporting

The Company maintains a system in place to record any risk event incurred on a special form duly completed by personnel of each department and is submitted to the Compliance officer and Risk manager when such event occur.

### **7.10. Liquidity Risk**

Liquidity risk is defined as the risk when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has policies and procedures with the object of minimizing such losses.

### **7.11. Conduct Risk**

Conduct risk is defined as the risk of an action, by an individual, financial institution or the industry as a whole, which leads to customer detriment or, undermines market integrity. This can bring sanctions and negative publicity. Moreover, EBA has defined conduct risk as the current or prospective risk of losses to an institution arising from inappropriate supply of financial services including cases of wilful or negligent misconduct. Consequently, conduct risk arises from failures of designated liquidity providers located in third countries associated with the Company.

Additionally, the Company is exposed to negative balances with its Liquidity Providers, in case of fast-pacing volatile market, where the LP cannot close a position at the Company's stop out limit. Therefore, the Company may be exposed to conduct risk arising from inadequate agreements with the Liquidity Providers and/or with the third parties that hold client's funds.

As part of risk management policy and tools, the Company has procedures in place to diversify its liquidity providers and monitor their financial position on an on-going basis. The financial soundness of the liquidity providers is closely monitored and the company is ready to switch to alternative LPs, if necessary. Furthermore, the receivable/payable amounts with the LPs are monitored on a daily basis. In particular, the Company examines its existing procedures and arrangements with respect to the products offered and services provided.

Further to the above, the agreement of MoUs between CySEC and FCA is expected to maintain investors' protection via the appropriate communications channels between the two competent authorities and as such may have negative impact on the Company's risk profile due to hard Brexit Scenario is mitigated.

### **Product Intervention Measures on CFDs and Binary Options**

The Cyprus Securities and Exchange Commission has published a Policy Statement dated 10 July 2019, on its decision to impose permanent national measures regarding the marketing, distribution and sale of binary options, pursuant to the Article 42 of the EU Regulation No 600/2014.

In this respect and following ESMA's measures in relation to binary options, CySEC permanently prohibits the marketing, distribution and sale of the binary options to retail clients from or in the Republic of Cyprus, irrespective of whether these are traded on OTC markets or on organised exchanges.

Moreover, CySEC issued Policy Statement IV (PS-04-2019) to summarise the feedback received in response to CP-02-2019 and contains CySEC's final position on the matter by way of Directive DI87-09 which has been published in the Official Gazette of the Republic of Cyprus.

According to the PS-04-2019, CySEC adopts the same leverage limits as ESMA's for all retail clients. Therefore retail clients will be required to pay at least the following initial margin protection of the notional value of the CFD (i.e. leverage limits):

**Table 21: Initial Margin Protection and Leverage Limits**

Type of Underlying	Initial Margin Protection	Leverage Limit
Major Currency Pairs	3,33%	30:1
Non-major currency pairs, gold and major indices	5%	20:1
Commodities other than gold and non-major equity index	10%	10:1
For individual equities and other reference values;	20%	5:1
Crypto assets	50%	2:1

CySEC also clarifies what are the grey area of Target Market and the trades of significant size. The specific terms are used in the ESMA Guidelines on MiFID II Product Governance Requirements and in MiFID II (elective professional status eligibility) respectively.

Further to the above and with respect to the Margin Close-out protection and the Negative Balance protection requirement, CySEC decided to proceed with the measures adopted by ESMA.

Moreover and as regards the risk warning, CySEC does not share the view:

- a) That an annual assessment of the content of the warning would provide up to date data to clients and prospective clients, in order to be able to make an informed decision; or
- b) That the marketing intensity is relevant to the content of the risk warning.

CySEC took note of the proposal to request that the risk warning includes details on the average loss/average gain of retail client per account. However in view of the fact that further clarity is needed as to the practical implementation and that such requirement is substantive and such option was not included in CP-02-2019, is in CySEC's view premature to examine such option and its possible merits or risks.

Moreover, CySEC proposed under CP-02-2019 to adopt the same requirements as provided for in the ESMA Decision on CFDs in relation to NBP and the restriction on the incentive offered to trade CFDs.

In addition to the above, CySEC has also took note of the UK's FCA and Austria's Finanzmarktaufsichtsbehörde (FMA) approach, in relation to the content of the risk warning for new firms that do not have 12 months of retail client trading data. In CySEC's view such warning reflects the risks of trading in CFDs in an equivalent manner without using data that might not be relevant for the firm in question.

In addition to this, a predefined range as per the ESMA's warning for newcomers will need to be constantly revaluated by CySEC in order to ensure that it reflects the current conditions in the

market on ongoing basis, rendering such risk warning administratively burdensome. To this end CySEC believes that the risk warning proposed for newcomers is justified and proportionate.

In view of the above CySEC will proceed with adopting the same risk warning as ESMA's, except for the case of new firms that do not have 12 months of retail client trading data where we request that the percentage range is replaced with a reference stating that "The vast majority of retail client accounts lose money when trading in CFDs" in the durable medium and webpage standard risk warning and in the abbreviated standard risk warning and with a reference stating that "CFD-retail client accounts generally lose money" in the reduced character standard risk warning.

In particular, the CFD provider should not send directly or indirectly a communication to or publish information accessible by a retail client relating to the marketing, distribution or sale of a CFD unless it includes the appropriate risk warning specified by and complying with the conditions provided.

### **Conflicts of interest**

The Company takes all reasonable steps to identify conflicts of interest situations between the Company and its employees/relevant persons, the Company and its Clients or between its Clients during the course of the provision of investment and ancillary services.

The Compliance Officer is responsible for maintaining Chinese Walls, by means of regular checks and is monitored by the Company's Internal Auditor. Moreover, the Company has in place conflict of interest policy which set out the Company's approach in identifying and managing conflicts of interest which may arise during the course of its normal business activities.

## **8. REMUNERATION POLICY**

The Company has established a remuneration policy, which its purpose is to set out the remuneration practices of the Company taking into consideration the salaries and benefits of the staff, in accordance with the provisions of Directive as well as the Circular 031 (Circular 031 has been issued in place of for the correct filing purposes) on remuneration policies and practices, where these comply with specific principles in a way and to the extent that is appropriate to the Company's size, internal organization and the nature, scope and complexity of its activities. Furthermore, the Company's remuneration strategy is designed to reward and motivate the people who are committed to maintaining a long term career with the Company and performing their role in the interests of the Company.

The design of the Policy is approved by the people who effectively direct the business of the Company, after taking advice from the compliance function, and implemented by appropriate functions to promote effective corporate governance. The people who effectively direct the business are responsible for the implementation of remuneration policies and practices and for preventing and dealing with any relevant risks, that remuneration policies and practices can create. Furthermore, the Management of the Company is also responsible to ensure that all persons remunerated by the Company have knowledge of and understand this Policy. The Board discusses remuneration policy matters at least annually.

Furthermore, the Policy also benefits from the full support of senior management or, where appropriate, the supervisory function, so that necessary steps can be taken to ensure that relevant persons effectively comply with the conflicts of interest and conduct of business policies and procedures. The Policy adopts and maintains measures enabling them to effectively identify where the relevant person fails to act in the best interest of the client and to take remedial action.

### **8.1. Remuneration System**

The overall philosophy of this Policy is to promote sound and effective risk management, as well as a long-term perspective, and to discourage excessive risk-taking by Company's employees and external business partners. In particular, consideration has been given to the business strategy, objectives, values and interests of the Company and those of the customers, in accordance with the Conflicts of Interest Policy.

The Company's remuneration system and policy is concerned with practices of the Company for those categories of staff whose professional activities have a material impact on its risk profile, i.e. the Senior Management and members of the Board; the said practices are established to ensure that the rewards for the executive management are linked to the Company's performance, to provide an incentive to achieve the key business aims and deliver an appropriate link between reward and performance whilst ensuring base salary levels are not set at artificially low levels. The Company uses remuneration as a significant method of attracting and retaining key employees whose talent can contribute to the Company's short and long term success.

The remuneration mechanisms employed are well known management and human resources tools in order to determine the remuneration of each staff member. Moreover, the following factors taken into account for the remunerations or bonus provided to the Company's employees:

- a) The financial viability of the Company;
- b) The general financial situation and the state in which the Company operates;

- c) Each employee's personal objectives (such as personal development, compliance with the Company's systems and controls, compliance with regulatory requirements, commitment and work ethics); Each employee's professional conduct with Clients (such as acting in the best interest of the Client, fair treatment of Clients and inducing Client satisfaction), as applicable;
- d) a stringent governance structure for setting goals and communicating these goals to employees;
- e) alignment with the Company's business strategy, values, key priorities and long-term goals;
- f) alignment with the principle of protection of customers; and
- g) ensuring prevention and management of conflict of interests.

The Company's remuneration system takes into account the highly competitive sector in which the Company operates, and the considerable amount of resources the Company invests in each member of the staff. The remuneration includes all forms of benefits provided by the Company to its staff and can be Financial or non-Financial remuneration.

It is noted that the Company has taken into account its size, internal organisation and the nature, the scope and the complexity of its activities and it does not deem necessary the establishment of a specific remuneration committee. Decisions on these matters are taken on a Board level while the remuneration policy is periodically reviewed.

The remuneration varies for different positions/roles depending on each position's actual functional requirements, and it is set at levels which reflect the educational level, experience, accountability, and responsibility needed for a staff member to perform each position/role. The remuneration is also set in comparison with standard market practices employed by the other market participants/ competitors. Furthermore, the employee's personal goals and performance evaluation in relation to the objectives set up at the beginning of the period and the employee's professional conduct with clients are taken into account in order to determine the remuneration.

The total remuneration of staff currently consists of a fixed and a variable component. The fixed amount of remuneration includes salary, fixed pay allowance and other cash allowances and all are determined based on the role and position of each employee, taking into account the experience, seniority, education, responsibility, and market conditions.

The variable remuneration (VR) is a performance-based remuneration which motivated and rewards staff members based on their results in relation with the targets set in the beginning of the year. This kind of remuneration is not guaranteed and the BoD has determined a maximum percentage of variable remuneration relative to the fixed remuneration in order to ensure a compliant ratio between these two kinds of remuneration. Although, the maximum limit on variable remuneration set at 100% of fixed salary, the limit could be set at 200% upon shareholders' approval according to the Article 94 of Directive 2013/36/EU.

Furthermore there no remuneration is payable under deferral arrangements (with vested or unvested portions). Finally the Company did not pay any non-cash remuneration for the year under review, since the Company does not have non-cash instrument, such as shares or other equivalent non-cash instrument, in place.



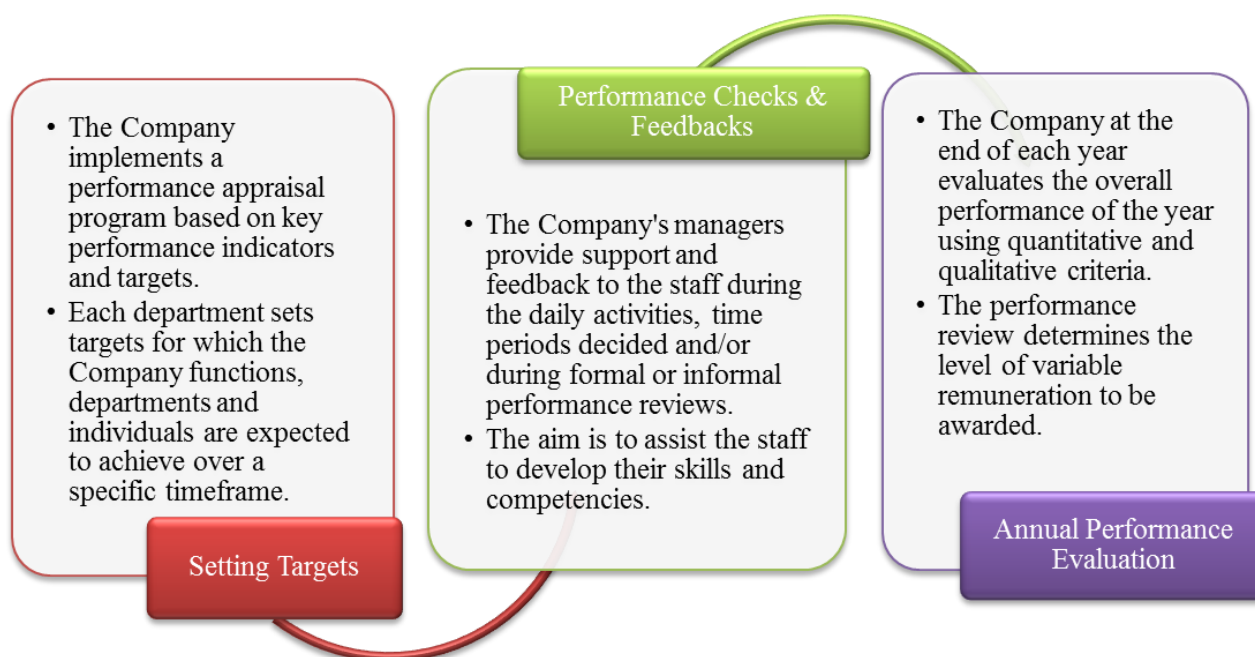
The Company recognizes that its remuneration system have some features that increases the mis-selling risk. Therefore, the Company applies effective mitigation controls for each part of the remuneration system.

## 8.2. Link between the pay and performance

The Company recognises the responsibility that the Staff has in driving its future success and delivering value for the Company and that remuneration is a key component in motivating and compensating its employees. Furthermore, the overall remuneration policy incorporates an annual variable incentive compensation reflecting individual performance and overall performance.

The individual performance is assessed during the annual appraisal process, which establishes objectives for all staff covering both financial and non-financial factors, specific behavioral competencies including compliance and risk management behaviors with regards to the Company's procedures.

Further to the above, the Company implements a performance appraisal method, which is based on a set of Key Performance Indicators, developed for each business unit and its target is to promote the healthy competition amongst personnel, analysis of weak and strong sides of each employee performance-based and give feedback to the staff member in order to motive them to be improved. At the most of the times, the performance appraisal takes place in a multiyear framework in order to ensure that the appraisal process assess employee's long-term performance. However, sometimes the performance appraisal is performed on medium and short-term basis, and the performance indicators of this type of performance appraisal include quantitative as well as qualitative criteria. The appraisal is being performed as follows:





### 8.3. Remuneration of Senior Management Personnel and Directors

The remuneration policy of the Company is intended to ensure that the Company will attract and retain the most qualified Senior Management Personnel and Directors. As stated above, the criteria used for determining the remuneration of the Company's directors are segregated into quantitative and the qualitative criteria.

The quantitative remuneration criteria mostly rely on numeric and financial data such as the Company's performance and the individual performance evaluation and ratings of each member of the staff whose professional activities affect the risk profile of the firm. In addition to the quantitative criteria, the Company has put in place qualitative criteria which include compliance with regulatory requirements and internal procedures, fair treatment of clients and client satisfaction.

Moreover, the remuneration of the Company's non-executive directors is fixed and it is set at a level that is market aligned and reflects the qualification and competencies required based on the Company's size and complexity, the responsibilities and the time that the non-executive directors are expected to consume in order to serve the Company.

The remuneration of the senior management personnel of the Company, including Board are shown in the following tables:

**Table 22: Remuneration analysis split by Senior Management and key management personnel**

<b>2019</b>	<b>Senior Management (Executive Directors)</b>	<b>Key Management personnel</b>	<b>Non-Executive Directors</b>
<b>Fixed reward</b>	86,384	305,338	24,110
<b>Variable reward</b>	-	10,486	-
<b>Total</b>	86,384	315,823	24,110
<b>Number of beneficiaries</b>	<b>2</b>	<b>14</b>	<b>3</b>

\*The variable to fixed remuneration ratio is 3%.

Companies are required to disclose the number of natural persons that are remunerated €1mln or more per financial year, in pay brackets of €1mln, including their job responsibilities, the business area involved and the main elements of salary, bonus, long-term award and pension contribution. Nevertheless, currently there are no natural persons at the Company that are remunerated €1mln or more per financial year and as such the above disclosure is not applicable to the Company. No sign-on payments have been awarded during 2019, while no severance payments were paid during the year. Furthermore, aggregate remuneration analyzed by business area is presented below:

**Table 23: Aggregate remuneration analysis by business area**

Business Area	Aggregate Remuneration
	€
Control Functions	279,785
Brokerage Department	35,641
Dealing on Own Account Department	17,100
Finance and Accounting Department	20,868
Business Development	30,507
Administration/Back Office	18,307
<b>Total</b>	<b>402,207</b>

\*Control functions include the Executive Directors and Compliance Department.