



# **Conflicts of Interest & Anti-Bribery Policy**

**Version 7  
31 January 2023**

## **1. Introduction**

Mori Capital Management Limited (“Mori” and “the Company”) is an investment management company incorporated in Malta and specialised in emerging markets. The Company is currently authorised and regulated by the Malta Financial Services Authority under license number MORI-IF-10972.

This Policy seeks to define the appropriate measures aimed at preventing and identifying apparent, actual and potential conflicts of interest, and to manage such conflicts to ensure that these do not improperly affect the activities or professional conduct of the Company or its staff and, most importantly, that the interests of the clients are not adversely affected. The interests of Mori’s clients shall always take priority at any and every stage of the provision of services to such clients.

## **2. Scope**

This Policy shall apply to all Mori employees. It shall be binding for the entire staff, regardless of their job and position. The enforcement of this Policy, in full or in part, may extend to any natural and/or legal person associated with Mori on any terms other than an employment relationship, where this is practicable on account of the nature of the relationship and may be appropriate to meet its purpose.

Under this Policy, Mori may develop a number of procedures and instructions to implement and enforce the obligations undertaken, and to bring it into line with the different local laws and regulations applicable to the Company.

## **3. Overarching Principles**

This Policy shall be implemented pursuant to the following principles:

- Honesty, accuracy and transparency of the information relating to conflicts of interest to be disclosed to the Compliance Officer.
- Objectivity, professionalism and independence of mind regarding any conducts that may result in conflicts of interest.
- Confidentiality upon resolution of proceedings by the Management Board.
- Taking actions aimed at preventing any situations which may result in conflicts of interest.
- Equal treatment to all employees who are in the same situation regarding which a conflict of interest is declared.
- Compliance with applicable laws and regulations and with the highest ethical standards, in line with the Company’s business ethos.

In addition to the key principles described above, the following guidelines are also applicable to all staff members in the context of conflicts of interest prevention:

- No portion of time due the company shall be devoted to private purposes and no outside activities shall interfere with the Company's performance. Any such activity shall be disclosed to the Compliance Officer.
- Appointment of close relatives in the company is permitted, subject to reasonable safeguards against conflict of interests.

#### **4. Identification of a Conflict of Interest**

The existence of any of the following conditions shall be treated as a conflict of interest:

- I. a conflict between the interests of the Company, or any of its staff members, or any person directly or indirectly linked by control to the Company, and the interests of the Client in relation to which the Company owes an obligation to such Client; or
- II. a conflict between the interests of two or more Clients in the course of providing separate investment services to each of them.

It is not possible to provide a comprehensive definition of circumstances which necessarily give rise to a conflict of interest. Thus, the following is to be considered as a list of non-exhaustive examples of potential situations giving rise to a conflict of interest:

- I. A conflict of interest is likely to arise if the Company, or any of its staff members, or a person directly or indirectly linked by control to the Company, is likely to make a financial gain, or avoid a financial loss, at the expense of the Client.
- II. A conflict of interest is likely to arise if the Company, or any of its staff members, or a person directly or indirectly linked by control to the Company, has an interest in the outcome of a service provided to the Client or a transaction carried out on behalf of the Client, which is distinct from the Client's interests in that outcome.
- III. A conflict of interest is likely to arise if the Company, or any of its staff members, or a person directly or indirectly linked by control to the Company, has a financial or other incentive to favour the interest of another Client or group of Clients over the interests of the Client.
- IV. A conflict of interest is likely to arise if the Company, or any of its staff members, or a person directly or indirectly linked by control to the Company, carries on the same business as the Client.
- V. A conflict of interest is likely to arise if the Company, or a relevant person, or a person directly or indirectly linked by control to the Company, receives or will receive from a person other than the Client an inducement in relation to a service provided to the Client, in the form of monies, goods or services, other than the standard commission or fee for that service.

## **5. Managing Actual and Potential Conflicts of Interest**

Whenever an actual or potential conflict of interest is identified, the Compliance Officer may take any of the following measures, or additional or alternative steps, in order to ensure an acceptable degree of independence:

- I. prevent or control the exchange of information between the relevant persons engaged in activities involving likelihood of a conflict of interest;
- II. supervise any relevant person whose principal functions involve providing services to Clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company;
- III. remove any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or the revenue generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities.

## **6. Policy Breaches**

If, upon referral of the case by the Compliance Officer, the Board has reasonable cause to believe an employee has failed to disclose actual or possible conflicts of interest, it shall inform the employee of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.

If, after hearing the employee's response and after making further investigation as warranted by the circumstances, the Board determines the employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **7. Personal Transactions**

The Compliance Officer shall ensure that no member of staff or service provider who is involved in any activity that may give rise to a conflict of interest, or who has access to inside information or confidential information, undertakes any of the following activities:

- I. enters into a transaction which is prohibited in terms of the Prevention of Financial Markets Abuse Act, 2005;
- II. enters into a transaction which involves misuse of improper disclosure of confidential information;
- III. enters into a transaction which conflicts or is likely to conflict with an obligation under the prevalent rules and regulations applicable to the financial investment sector in Malta, or with an obligation under this Policy;

- IV. discloses any information, other than in the proper course of his established duties, to a third party if the said person knows, or reasonably ought to know, that as a result of that disclosure, that third party will enter, or would be likely to enter, into a transaction in instruments which, if it's a personal transaction of the relevant person, would be covered by the first three points above or by the rules relating to (a) Investment Research as specified in SLC 2.112 or (b) the Investment Services Rules, or if such person misuses information relating to Client orders, or to advise or procure another person to enter into such a transaction.

In order to implement the above, the Compliance Officer shall, on an ongoing basis, monitor regularly members of staff for any of the prohibited activities mentioned above. The Board and the Compliance Officer shall review the Conflict of Interest Policy on a regular basis and at least annually. The Compliance Officer shall also circulate this Policy to all members of staff, informing them that if they are aware of any activity which may fall within such list, they shall inform the Compliance Officer promptly of the circumstances of such an activity. Such acknowledgement shall be taken at least upon commencement of employment with the Company and subsequently towards the end of each year during the staff performance review.

Kindly refer to the sections on internal control mechanisms above for the appropriate procedures to identify and tackle breaches.

### **Exemptions**

The above provisions dealing with personal transactions shall not apply to the following kinds of personal transactions:

- I. personal transactions effected under a Discretionary Portfolio Management service where there is no prior communication in connection with the transaction between the Portfolio Manager and the relevant person or other person for whose account the transaction is executed;
- II. personal transactions in units in Collective Undertakings that comply with the conditions necessary to enjoy the rights conferred by the UCITS Directive or are subject to supervision under the law of a Member State which requires an equivalent level of risk spreading in their assets, where the relevant person and any other person for whose account the transactions are effected, are not involved in the management of that undertaking.

## **8. Policy on Gifts**

As a general standard, a gift should not be accepted where it could be seen by others as an open inducement or a reward that might place the Company under any obligation. Members of staff shall report the fact that they have received a gift from a Client to the Compliance Officer, and whether such gift was accepted or otherwise.

## **9. Update and Review of the Policy**

This Policy is subject to review by the Compliance Officer on a regular basis and at least annually. Where applicable, the Policy is also subject to review to bring it into line with any changes in the legal/regulatory framework and/or the Company's business model.