

# GAM GROUP CONFLICTS OF INTEREST POLICY

GAM Group Conflicts of Interest Policy  
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## 1. Purpose

In the course of carrying out day to day activities the Group and its Employees may encounter Conflicts of Interest. In line with the Group Code of Conduct, it is essential that the Group is able to identify and manage these Conflicts of Interest fairly and appropriately, including preventing Conflicts of Interest from adversely affecting the interests of Clients.

The failure to identify and appropriately manage Conflicts of Interest in compliance with applicable law and regulation could result in significant detriment to Clients, financial penalties against a Group Company and/or its Employees, and reputational damage to the Group.

This Policy sets out a framework designed to ensure that appropriate steps are taken by the Group and Employees to identify, prevent and manage Conflicts of Interest.

## 2. Scope

This Policy applies to each Group Company and all Employees.

## 3. Definitions

“**AIF**” means an Alternative Investment Fund as defined in the AIFM Directive (2011/61/EU).

“**Client**” means a person or entity that:

- enters into, or proposes to enter into an agreement with a Group Company for the provision of management services to collective investment vehicles (including but not limited to AIFs and UCITS), discretionary investment management services or investment advisory services; and/or
- has purchased shares or interests in a collective investment vehicle managed by a Group Company.

“**Conflicts of Interest**” means circumstances in which one or more persons or entities have competing interests, and the serving of one interest may involve detriment to another. Under this Policy, these comprise:

- actual conflicts of interest: personal or business conflicts of interest which have occurred or are continuing;
- potential conflicts of interest: circumstances in which a conflict of interest has not yet occurred but could arise in the future; and
- perceived conflicts of interest: circumstances which may give rise to a perception of a conflict of interest.

“**Connected Person**” means:

- a spouse, civil partner or other family member of the Employee’s household; and/or
- any other individual over whom the Employee exercises control or influence in relation to that individual’s personal investment activities, other than in the performance of that Employee’s duties on behalf of a Group Company.

**“Employee”** means every permanent staff member, a director or member of a Group Company Board and any contractor or temporary staff member engaged by a Group Company for a period of four or more consecutive weeks.

**“Function Head”** means the individual responsible for a function area operating within the Group, whether a first-line business division or a second-line or third-line non-business division.

**“Global COI Register”** means the register maintained by the Group Head of Conflicts of Interest & Conduct in which Conflicts of Interest identified in the course of the Group Company’s business activities are recorded pursuant to this Policy (details of which are provided at Appendix A).

**“Group”** and **“Group Company”** means GAM Holding AG and each of its subsidiaries (collectively the “Group” and each a “Group Company”).

**“Group Company Board”** means a Group Company board of directors and/or a Group Company management or executive board, as applicable to a Group Company.

**“Inducement”** means paying or receiving any fee, commission, monetary or non-monetary benefit, or the receipt of performance-based commission that is in relation to a Group Company’s provision of investment services and/or ancillary services to a Client.

**“Policy”** means this Group Conflicts of Interest Policy.

**“StarCompliance”** means the software application that is utilised by the Group to facilitate record keeping in relation to conflicts of interest, personal account dealing, receipt and giving of gifts and entertainment, outside business interests and other Compliance-related matters.

**“Third Party Service Provider”** means an individual (otherwise than an Employee) or entity unaffiliated to the Group or a Group Company that enters into a business arrangement with a Group Company, by contract or otherwise, for the purposes of providing products or services to or on behalf of the Group or a Group Company.

**“UCITS”** means an open-ended collective investment vehicle that complies with the requirements of the UCITS Directive (2009/65/EC).

## 4. Types of Conflicts of Interest

### Conflicts of Interest Relationships

Conflicts of Interest pursuant to this Policy arise in a variety of relationships that are closely related and may overlap. This includes Conflicts of Interest that arise between:

- a Group Company and one or more Clients
- an Employee and one or more Clients
- two or more Clients
- an Employee and one or more Group Companies
- individual Group Companies
- a Group Company or Employee and a Third Party Service Provider.

Conflicts of Interest can be categorised as 'personal conflicts of interest' or 'business conflicts of interest, as described below.

### **Personal Conflicts of Interest**

A personal Conflict of Interest is a situation in which the personal finances, investments, relationships or outside activities of an Employee (or a Connected Person of the Employee) may potentially affect the Employee's ability to perform his or her duties on behalf of the Group or a Group Company, or to act in the best interest of the Group or a Group Company or Clients. This may include but is not limited to:

- the creation of an unfair advantage or the provision of an improper benefit for the Employee (or a Connected Person) as a result of the Employee's position at a Group Company;
- a personal financial gain or avoidance of a financial loss based on access to or use of confidential information (including material non-public information);
- the Employee being put in a position which may require a choice between their personal interests and i) the interests of the Group or a Group Company or ii) the interests of a Client;
- use of the time that an Employee should devote to Group Company work, or misuse of Group resources or influence; or
- where an Employee - in the course of performing their duties on behalf of a Group Company - is required to make a decision between two competing interests of different Group Companies or functions e.g. in circumstances where an Employee is a member of more than one Group Company Board.

### **Business Conflicts of Interest**

A business Conflict of Interest may include but is not limited to the following:

- a Group Company realises or is likely to realise a financial gain or other incentive, or avoids a financial loss, at the expense of a Client;
- a Group Company has an interest in the outcome of a service provided to a Client or a transaction carried out on behalf of a Client (other than normal compensation or fees and expenses), which is distinct from
- the Client's interest in that outcome;
- a Group Company has an incentive (financial or otherwise) to favour the interests of a particular Client or group of Clients over the interests of another Client or group of Clients;
- a Group Company offers a service to a Client and in relation to that service receives something of value (i.e. a monetary or non-monetary benefit or service) from a third party other than due compensation or fees and expenses usually charged for that service; or
- a Group Company or an Employee carries on the same business as the Client.

## 5. Managing and Preventing Conflicts of Interest

The Group seeks to ensure that Conflicts of Interest do not adversely affect the interests of Clients. Some Conflicts of Interest are not permitted as a matter of law or regulation whilst others are permitted provided the Group or relevant Group Company has implemented appropriate arrangements to manage the particular conflict.

The Group utilises a number of means to prevent and manage Conflicts of Interest, including:

- a) organisational arrangements, as described in Appendix A;
- b) controls, policies and/or procedures, examples of which are described in Appendix B;
- c) disclosure to inform Clients of Conflicts of Interest in circumstances where measures taken by a Group Company to prevent or manage a Conflict of Interest may not be sufficient to ensure that the risk of detriment to the interests of a Client will be prevented, as described in Appendix C; and
- d) declining to act for a Client (in relation to the provision of services, the execution of transactions or otherwise) where the Conflict of Interest cannot be prevented or managed effectively, as described in Appendix C.

## 6. Roles and Responsibilities

As part of the Group's framework for identifying, preventing and managing Conflicts of Interest, Employees and relevant functions must fulfil the responsibilities outlined below when performing their role for respective Group Companies:

### (a) Employees

#### Overall responsibility

Employees are responsible for identifying, preventing, managing and reporting conflicts of interest on an ongoing basis.

Before an Employee enters into any arrangement in relation to the performance of their duties on behalf of a Group Company, or enters into any personal or outside activity that may impact such duties, the Employee must consider whether a Conflict of Interest will or may arise as a result of that arrangement. If it is decided that a Conflict of Interest will or may arise, the Employee must act appropriately in accordance with this Policy.

To ensure that Conflicts of Interest are prevented or managed in the best interests of Clients, Employees are required to:

- comply with this Policy as well as other applicable policies and procedures relating to Conflicts of Interest (examples of which are included in Appendix B);
- act with integrity and exercise good judgement in line with the Group Code of Conduct;
- avoid situations that could give rise to Conflicts of Interest, including not allowing any of the following to compromise or call into question the Employee's judgement or ability to perform respective obligations to a Group Company responsibly and objectively, or cause the Employee to act otherwise than in the best interests of Clients and any Group Company:
  - a personal or financial interest or relationship
  - a previous, current or future involvement in an activity or endeavour
  - different roles and responsibilities within Group Companies; and

- on joining a Group Company, disclose in StarCompliance any personal Conflicts of Interest, and thereafter on an annual basis attest in StarCompliance to the disclosure of personal Conflicts of Interest.

### **Responsibility to notify Conflicts of Interest**

On becoming aware of a Conflict of Interest pursuant to this Policy, Employees must promptly notify the following individuals of the existence and nature of the Conflict of Interest (verbally or by email):

- the Global Head of Conflicts of Interest & Conduct (see contact details Appendix D); and/or
- the Function Head having responsibility for the function area in which the relevant Conflict of Interest arises.

### **(b) Function Heads**

In addition to responsibilities as Employees, Function Heads are required to:

- promote an appropriate culture which emphasises the importance of identifying and appropriately managing Conflicts of Interest;
- promptly address any Conflicts of Interest identified within their area of responsibility, including notifying the Group Head of Conflicts of Interest & Conduct about any Conflicts of Interest coming to their notice relevant to their area of responsibility or otherwise;
- work with the Group Head of Conflicts of Interest and Conduct to ensure that appropriate operational controls are implemented to prevent or manage Conflicts of Interest relevant to their function area (“COI Controls”);
- ensure that the Global COI Register:
  - represents a complete, current and accurate record of Conflicts of Interest relevant to their area of responsibility; and
  - appropriately records the COI Controls implemented to manage any Conflict of Interest having been identified relevant to their area of responsibility;
- review on an annual basis, or more regularly if required, all Conflicts of Interest set out in the Global COI Register relating to their area of responsibility (“COI Review”) to ensure that the COI Controls are adequate and operate effectively;
- in relation to the COI Review, Functional Heads may appoint relevant personnel in their area of responsibility to perform any necessary checks (at a particular frequency, if necessary), concerning the effectiveness and adequacy of the COI Controls;
- ensure that Employees within their area of responsibility complete all assigned Conflicts of Interest training; and
- on request, provide the COI Committee with information on Conflicts of Interest (including COI Controls) relevant to their area of responsibility, to enable the COI Committee to satisfy its oversight obligations in relation to the effectiveness and adequacy of the Group’s framework for the prevention and management of Conflicts of Interest.

### **(c) Conflicts of Interest Committee (COI Committee)**

The COI Committee is a global function that is independent of the Group's business divisions. It is a committee of the Group Management Board (GMB) with responsibility for overseeing the consistent and effective management of conflicts of interest throughout the Group. The primary responsibilities of the COI Committee are to:

- provide oversight to ensure that proposed or existing systems and controls to manage new or existing Conflicts of Interest are designed adequately and operate effectively
- provide oversight concerning the identification and reporting of Conflicts of Interest, including Conflicts of Interests recorded in the Global COI Register
- provide oversight of the Group's global Conflicts of Interest management process to ensure it continues to meet regulatory standards
- consider new Conflicts of Interest presented at COI Committee meetings, providing direction to the management of those conflicts as necessary
- review quarterly reporting and management information concerning Conflicts of Interest in relation to both personal and business Conflicts of Interest
- provide oversight to ensure that an adequate COI training programme is assigned to all GAM staff members by Compliance
- report to the GMB on Conflicts of Interest.

### **(d) Group Head of Conflicts of Interest & Conduct**

In addition to responsibilities as an Employee, the Group Head of Conflicts of Interest & Conduct is required to:

- act as the initial point of contact for Employees, including Function Heads, in relation to Conflicts of Interest;
- assist Function Heads to formulate a COI Control to prevent or manage a Conflict of Interest that has been notified to them by an Employee pursuant to this Policy;
- maintain the Global COI Register;
- create and maintain local COI Registers as may be required by local Compliance Officers to comply with local regulatory requirements and/or local reporting purposes;
- report new Conflicts of Interest to the COI Committee;
- assist the Chair of the COI Committee in conducting COI Committee meetings as necessary;
- report to Group Company Boards on the management of Conflicts of Interest, and assist local Compliance Officers to do so as necessary;
- ensure that an appropriate Conflicts of Interest training programme is implemented and delivered for all Employees within their respective jurisdictions; and
- generally promote Employee awareness in relation to identifying, reporting, preventing and managing Conflicts of Interest pursuant to this Policy.



### (e) Group Company Boards

Respective Group Company Boards are responsible for ensuring that Conflicts of Interest are appropriately and effectively managed with respect to the Group Company for which they are responsible.

In addition to responsibilities as Employees, members of Group Company Boards are required to:

- the ensure that their business decisions are unaffected by Conflicts of Interest, and accordingly proactively identify Conflicts of Interest resulting from their board position;
- at the commencement of their Board meetings, declare any Conflicts of Interest (personal or otherwise) that they have identified in relation to their Board position and - if the Board Chair so determines - recuse themselves from the decision-making process relevant to the identified Conflicts of Interest and not seek to influence the Board regarding such matter;
- on identifying a Conflict of Interest at any time after the commencement of their Board meetings in relation to their Board position, declare the Conflict of Interest to the Board and - if the Board Chair so determines - recuse themselves from the decision-making process relevant to the identified Conflicts of Interest and not seek to influence the Board regarding such matter; and
- receive and consider Conflicts of Interest reports presented to their Board by the Group Head of Compliance (or local Compliance Officers) or in case of GAM Holding AG, the Group Risk Committee.

## 7. Training

The Group Head of Conflicts of Interest & Conduct is responsible for ensuring that an appropriate Conflicts of Interest training programme is implemented and delivered for all Employees within their respective jurisdictions, including:

- induction training for new Employees; and
- “computer-based” and/or “classroom-based” training, as part of the annual Compliance training programme.

## 8. Escalation and Further Information

For any concerns in relation to Conflicts of Interest, or questions regarding this Policy, Employees should contact the Group Head of Conflicts of Interest & Conduct at first instance (see contact details at Appendix D).

A concern in relation to a Conflict of Interest can also be escalated using one of the channels available under the Group Whistleblowing Policy.

## 9. Non-compliance

A breach of this Policy amounts to an “Incident” as defined in the Group Incident Management Procedures. Accordingly, Employees in breach of this Policy (whether notified by Compliance or otherwise) must record their breach in the relevant GAM Incident Management System (IMS) as soon as possible, in accordance with the Group Incident Management Procedures.

Failure on the part of an Employee to comply with this Policy (including a failure to record a breach of this Policy) may result in disciplinary action against the Employee, including termination of employment.

## 10. Annual Review of this Policy

This Policy will be reviewed periodically as detailed in the Document Management section of this Policy, and any time as may be required as a consequence of regulatory developments, material changes to the Group's business or otherwise. The review will be performed by the Policy owner (as indicated in the Document Management section) or their appointed delegate.

## 11. Appendix A

### Organisational Arrangements Relating to Conflicts of Interest

#### 1. Group Company Board and Committee Governance

Group Company Boards and Committees have terms of reference setting out their respective obligations in relation to the identification and management of Conflicts of Interest. This includes declaring Conflicts of Interest at the commencement of Board/Committee meetings if so identified, or at any time thereafter as may be identified during the course of a Board/Committee meeting.

#### 2. Segregation of Functions/Duties

The Group structurally segregates its “first-line” business divisions from all “second-line” and “third-line” non-business divisions to allow for their independence, and accordingly operates an internal control environment underpinned by a “Three Lines of Defence” framework that requires the independence of control functions, including Compliance, Risk and Audit.

#### 3. Conflicts of Interest Committee (COI Committee)

The COI Committee is a global function that is independent of the Group’s business divisions. It is a committee of the Group Management Board (GMB) with responsibility for overseeing the consistent and effective management of conflicts of interest throughout the Group. The primary responsibilities of the COI Committee are set out in Section 6(c) of this Policy.

#### 4. The Global Conflicts of Interest Register (Global COI Register)

The Global COI Register records the actual, potential and perceived Conflicts of Interest that have been identified pursuant to this Policy in relation to the Group’s business activities. It includes a record of the requisite COI Controls agreed and implemented by Functional Heads to prevent and/or manage Conflicts of Interest relevant to their area of responsibility.

The Global COI Register is maintained by the Group Head of Conflicts of Interest & Conduct. Local COI Registers - derived from the Global COI Register - are created and maintained by the Group Head of Conflicts of Interest & Conduct, as may be necessary for regulatory and/or reporting purposes.

In the event that a particular Conflict of Interest is required to be kept confidential (e.g. where a conflict relates to inside information), the Conflict of Interest will be recorded in a non-public annex to the Global COI Register.

The COI Committee, the Group Head of Conflicts of Interest & Conduct and Functional Heads have access to the Global COI Register. Otherwise the Global COI Register is available on a “Need to Know” basis.

#### 5. Compliance

Compliance, as a “second line of defence” function, is responsible for the testing of COI Controls recorded in the Global COI Register, as part of the Compliance testing programme.

Compliance is also responsible for certain aspects of the Group’s overall Conflicts of Interest management, including processes related to Personal Account Dealing, Gifts & Entertainment and Outside Business Interests.

## 12. Appendix B

### Controls, Policies and Procedures Relating to Conflicts of Interest

This Appendix provides examples of Conflicts of Interest in relation to which the Group or Group Companies have implemented specific controls and/or policies and procedures designed to ensure that processes are in place to reduce the possibility of a material risk of detriment to the interests of Clients arising from such conflicts. It is not an exhaustive list of examples of Conflicts of Interest that may arise in the course of the Group's business activities.

Category	Conflict of Interest	Control/Policy/Procedures
<b>Personal Account Dealing (PA Dealing)</b>	Employees involved in the investment decision making process for Clients, or who have access to trade information, may have conflicting interests concerning investments held in Client accounts that they (or Connected Persons) hold in a personal capacity.	<ul style="list-style-type: none"> <li>• Group PA Dealing Policy</li> <li>• Procedures, including pre-approval requirements for PA Dealing in investments and an annual attestation concerning P A Dealing.</li> </ul>
<b>Gifts and Entertainment received/offered</b>	The giving or receiving of gifts and/or entertainment by Employees may constitute or appear to constitute an incentive for the Employee to act in a way that may conflict with the interests of Clients, a Group Company or a Third Party Service Provider.	<ul style="list-style-type: none"> <li>• Group Gifts and Entertainment Policy</li> <li>• Procedures, including pre-approval requirements for the giving/receiving of gifts and entertainment.</li> </ul>
<b>Outside Business Interests/Activities</b>	Conflicts of Interest may arise between an Employee's outside business interests (such as directorships or trusteeships) and the interests of a Group Company or its Clients.	<ul style="list-style-type: none"> <li>• Group Outside Activities Policy</li> <li>• Procedures, including pre-approval for Employee's outside activities and annual attestation concerning outside activities.</li> </ul>
<b>Use of Inside Information</b>	Employees through their position in the Group may become aware of material non-public information (MNPI) concerning Clients, the Group, investment/trading activities for Client accounts, portfolio holdings and third parties. A Conflict of Interest arises if this MNPI is used or disclosed by Employees to obtain financial gain or avoid loss for themselves, the Group or other persons.	<ul style="list-style-type: none"> <li>• Group Market Abuse Prevention Policy</li> <li>• - Control of information policies</li> <li>• Procedures, including Stop Lists processes.</li> </ul>
<b>Employee Remuneration</b>	Employees may be remunerated by a combination of salary and bonus, which can be based on the overall performance of the Group or relevant Group Company, individual performance, and assets under management. Employees may accordingly be incentivised to take an inappropriate level of risk in the management of investment portfolios or otherwise take actions that are not in the best interests of Clients.	Group Remuneration Policy that specifically addresses remuneration in connection with the provision of investment services, the purpose of which is to avoid Client interests being adversely affected by the Group's incentive and remuneration practices.
<b>Inducements</b>	A Conflict of Interest may arise where the payment or receipt of an Inducement would create an incentive for the Group or a Group Company to act contrary to the interests of Clients.	<ul style="list-style-type: none"> <li>• Group Outsourcing Policy</li> <li>• Policies and/or procedures to assess the appropriateness of receiving/paying Inducements, and to manage any Conflicts of Interest that may arise.</li> </ul>

<b>Multiple Roles</b>	<p>Employees may perform more than one role for the Group or Group Company, including:</p> <ul style="list-style-type: none"> <li>- positions on Group Company Boards;</li> <li>- positions on GAM collective investment vehicle boards;</li> <li>- positions on Group Committees; or</li> <li>- performing more than one managerial function.</li> </ul>	<p>Policies and procedures (including in relation to market abuse) prohibiting or restricting the use of confidential information obtained in one role when performing another and declaring conflicts of interest at Board meetings.</p>
<b>Order Allocations</b>	<p>When carrying out transactions for more than one Client, relevant Employees acting on behalf of a Group Company may combine orders where it is in the best interests of Clients. The Employee and/or Group Company may be incentivised to allocate the transaction in a manner that favours one Client above another Client.</p>	<ul style="list-style-type: none"> <li>• Group Allocation Policy</li> <li>• Procedures designed to ensure that allocations are made in a fair and equitable manner according to pre- determined factors.</li> </ul>
<b>Cross Trades</b>	<p>From time to time an investment opportunity may arise, either within the same investment strategy or between different strategies, whereby the portfolio manager may consider it is appropriate to sell securities from a Client account to another Client account managed by that portfolio manager or another portfolio manager (or vice versa). Such crossing of orders gives rise to a Conflict of Interest.</p>	<ul style="list-style-type: none"> <li>• Group Cross Trade Policy</li> <li>• Cross trade procedures establishing arrangements designed to ensure that cross trades are effected in the best interests of Clients, including a</li> <li>• pre-approval process involving line managers and Compliance.</li> </ul>
<b>Voting</b>	<p>A Group Company may be in a position where the interests of the Group Company or a Client conflict with the best interests of another Client when determining how to vote proxies.</p>	<ul style="list-style-type: none"> <li>• GAM Corporate Governance and Voting Principles, and the Group Proxy Voting Procedures</li> <li>• Procedures establishing processes designed to ensure that votes are exercised in the best interests of Clients, isolating voting decisions from Conflicts of Interest.</li> </ul>
<b>Trade Errors</b>	<p>Where an Employee makes a trading error (e.g. a breach of a Client investment restriction) the Employee may not promptly rectify the error or may inappropriately allocate the cost of the error, to avoid a financial loss.</p>	<p>Procedures for the identification, valuation and reporting of breaches.</p>
<b>Double-dipping</b>	<p>In relation to GAM collective investment vehicles ("GAM Funds"), an Employee acting as portfolio manager for a GAM Fund may (in compliance with investment objectives and restrictions) invest in another GAM Fund, resulting in management fees being paid twice for the same service ("double-dipping"), accordingly giving rise to a Conflict of Interest between the interests of the Group and Clients.</p>	<ul style="list-style-type: none"> <li>• Procedures whereby management fees are neutralised either through a rebate or by excluding the relevant invested GAM assets under management when calculating the management fees.</li> <li>• The Remuneration Policy and provisions in the employment contracts of all portfolio managers operate to prevent individuals from being incentivised to cross invest in GAM Funds that they manage.</li> </ul>

<b>Delegation of activities by a Group Company acting as manager of a collective investment vehicle</b>	As manager of a collective investment vehicle, a Group Company delegates certain investment activities to another Group Company (e.g. investment management) or third parties (e.g. Depositories) – both a “Delegate”. A Conflict of Interest may arise between the interests of the Group Company and the Delegate.	<ul style="list-style-type: none"> <li>• Terms of agreement between the Group Company and the Delegate are reviewed by external legal counsel and fees are negotiated at an arm’s length basis.</li> <li>• The Group Company oversees the delegated activities, with access to reports relating to the delegated activity. Each Delegate agrees to the Group Conflicts of Interest Policy or to adopt a similar policy. Operational Compliance Guidelines for certain Group Companies define requirements for investment management and advisory services where these activities have been outsourced to a third party.</li> </ul>
<b>Selection of brokers for the execution of investment transactions (“Brokers”)</b>	A Conflict of Interest may arise in the selection of Brokers by a Group Company.	<ul style="list-style-type: none"> <li>• Group Best Execution Policy and procedures for the selection of Brokers, including monitoring of Brokers to assess commission rates and the timely/accurate execution of transactions.</li> </ul>
<b>Independence of portfolio managers</b>	Group Company portfolio managers could potentially exchange confidential information concerning their actual or prospective investment decisions, or be subject to inappropriate influence concerning such decisions, the result of which could be contrary to the interests of Clients.	<ul style="list-style-type: none"> <li>• Control of information policies</li> <li>• Information barriers e.g. Chinese Walls</li> </ul>
<b>Investment process</b>	Effective management of conflicts of interest relevant to investment management requires investment portfolio managers to carry out appropriate due diligence with respect to the companies they propose to include in the investment portfolios they manage i.e. to ensure investments are made solely in clients’ best interests.	<ul style="list-style-type: none"> <li>• Investment Due Diligence &amp; Record Keeping Policy setting out the standard of due diligence required to be undertaken and recorded by investment portfolio managers</li> <li>• Procedures for portfolio managers maintaining investment team desk top procedures</li> <li>• Procedures for the Investment Operations function undertaking risk- based monitoring of the due diligence undertaken by investment portfolio managers.</li> </ul>

## 13. Appendix C

### **Disclosure to Clients or Declining to Act for Clients - Relating to Conflicts of Interest**

#### **Disclosure of Conflicts of Interest**

In circumstances where the measures taken by a Group Company to prevent or manage particular Conflicts of Interest are not sufficient to ensure that the risk of detriment to the interests of a Client will be prevented, the relevant Group Company will make an appropriate disclosure to the Client (in writing, including email) prior to undertaking any business or further business for the Client.

Such a disclosure will be made as a measure of last resort, and include:

- a description of the particular Conflict of Interest and the potential risk to the Client that could arise as a result of the Conflict of Interest;
- the general nature or the sources of the Conflict of Interest;
- the steps taken to mitigate the risk of detriment to the Client;
- sufficient detail, taking into account the nature and circumstances of the Client, to enable the Client to make an informed decision concerning the Group Company's services in relation to which the Conflict of Interest arises; and
- a statement that the organisational and administrative arrangements established by the relevant Group Company to manage the Conflict of Interest may not be sufficient to ensure that the risks of damage to the interests of the Client will be prevented.

The Group Head of Conflicts of Interest & Conduct must be consulted when determining whether or not a disclosure is to be made to a Client with respect to a particular Conflict of Interest.

#### **Declining to Act for a Client**

Where it is determined, in consultation with the Group Head of Conflicts of Interest & Conduct, that a Group Company is unable to implement measures (including where disclosure is not an option or sufficient) to satisfactorily mitigate the risk that a Conflict of Interest may directly or indirectly damage a Client's interests, the relevant Group Company will decline to act for the Client in relation to the matter giving rise to the Conflict of Interest. This will be notified to the Client in writing by the relevant Group Company business area.

## 14. Appendix D

### Contact Details - Group Head of Conflicts of Interest & Conduct

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