FxGrow
Growell your Trading

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

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1. INTRODUCTION

1.1. CIF Information

Growell Capital Ltd (hereinafter the “Company”) was incorporated in the Republic of Cyprus on 12 November 2012 as a private limited liability company with registration number HE 314852 and it is a Cyprus Investment Firm (hereinafter “CIF”). The Company was licensed by the Cyprus Securities and Exchange Commission (hereinafter the “CySEC”) with number CIF 214/13 to provide financial services, on 17 September 2013 and the licence was activated on 06 June 2014.

The Company’s license has been amended on 06 March 2019 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 and as such the Company is now categorised as “Full Scope” CIF (under Article 4(2) of the and Regulation EU No.575/2013 (the “CRR” of “Regulation”)) with minimum/initial capital requirement of €730,000.

Table 1 below illustrates the current licence information of the Company:

Table 1 : Company Licence Information (based on the First Appendix of the Law 87(I)/2017, as amended)

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<tr><th colspan="2"></th><th colspan="8">Investment Services and Activities</th><th colspan="7">Ancillary Services</th></tr>
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The Company is authorised to provide the following **Investment Services**, in accordance with Part I of the First Appendix of the Law 87(I)/2017, as amended:

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
4. Portfolio management

The Company is also authorised to provide the following **Ancillary Services**, in accordance with Part II of the First Appendix of the Law 87(I)/2017, 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 the 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 of general recommendation relating to transactions in financial instruments

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 87(I)/2017, as amended:

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 DI144-2014-14 & Directive DI144-2014-14(A) (the "Directive") and the 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 Report has been prepared in accordance with Section 4 (Paragraph. 32) of the CySEC Directive of 2014 for the prudential supervision of investment firms which implements the CRR and the CRD IV, 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 or 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.

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 the 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 website: www.fxgrow.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.

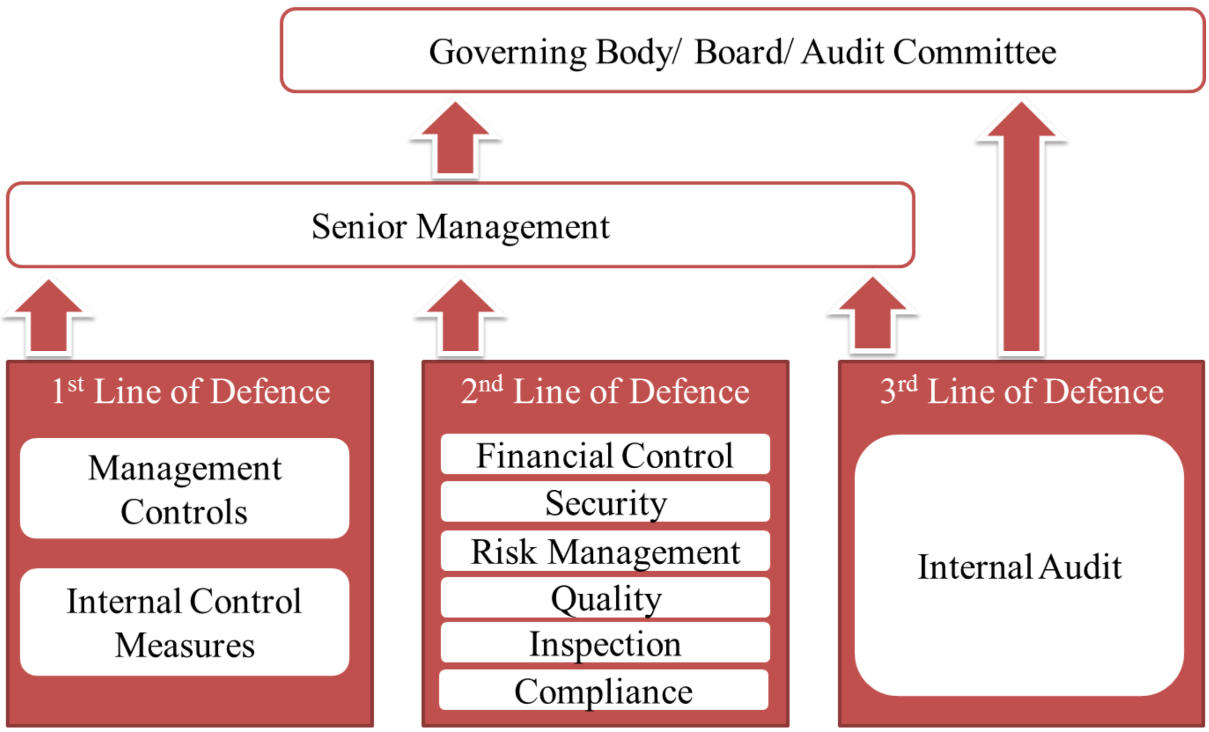
1.4. Risk Management objectives and policies

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 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 contest of the Form and submit it to CySEC every two years (Second submission should be made by 30 September 2022)
c.

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 acknowledge 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. For the purpose of preparation and implementation of the resolution plans, the Company was requested by CBC to provide the information specified under Annex I of the Regulation 2018/1624 ('CIR') 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).

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 system for critical functions are being provided. In this respect, the Business Continuity Plan has been amended accordingly. Moreover, 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 Board, 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 recognises 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 target, 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. Moreover, 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 [1]	Warning [2]	Limit [3]
Own Funds	≥€850k	<€850k	€730k
Common Equity Tier 1 Ratio[4]	≥10.50%	<10.50%	7.00%
Total Capital Ratio[4]	≥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 [5]	≤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*
5. *Large exposure on a single counterparty or a group of connected counterparties limit in accordance with Article 392 of CRR i.e. all exposures more than 10% of eligible capital*

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 was obliged to maintain a 1.875% CCB in addition to the CET1 capital maintained for the year 2018 to meet the own funds requirement imposed by Article 92 of the CRR while for the year 2019 the Company is required to maintain a 2.5% CCB in addition to the CET1 capital buffer.

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
Belgium	01/01/2020	0.25%	01/07/2020	0.5%
Bulgaria	01/04/2020	1.00%	01/01/2021	1.50%
Cyprus	01/01/2020	0.00%	N/A	N/A
Czech Republic	01/01/2020	1.75%	01/07/2020	2.00%
Denmark	30/09/2019	1.00%	30/06/2020	1.50%
France	02/04/2020	0.50%	N/A	N/A
Germany	01/01/2016	0.00%	01/07/2020	0.25%
Hong Kong	14/10/2019	2.00%	N/A	N/A
Iceland	01/02/2020	2.00%	N/A	N/A
Ireland	05/07/2019	1.00%	N/A	N/A
Lithuania	30/06/2019	1.00%	N/A	N/A
Luxembourg	01/01/2020	0.25%	01/01/2021	0.50%
Norway	13/03/2020	1.00%	N/A	N/A
Slovakia	01/08/2019	1.5%	N/A	N/A
United Kingdom	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 0.02%.

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.

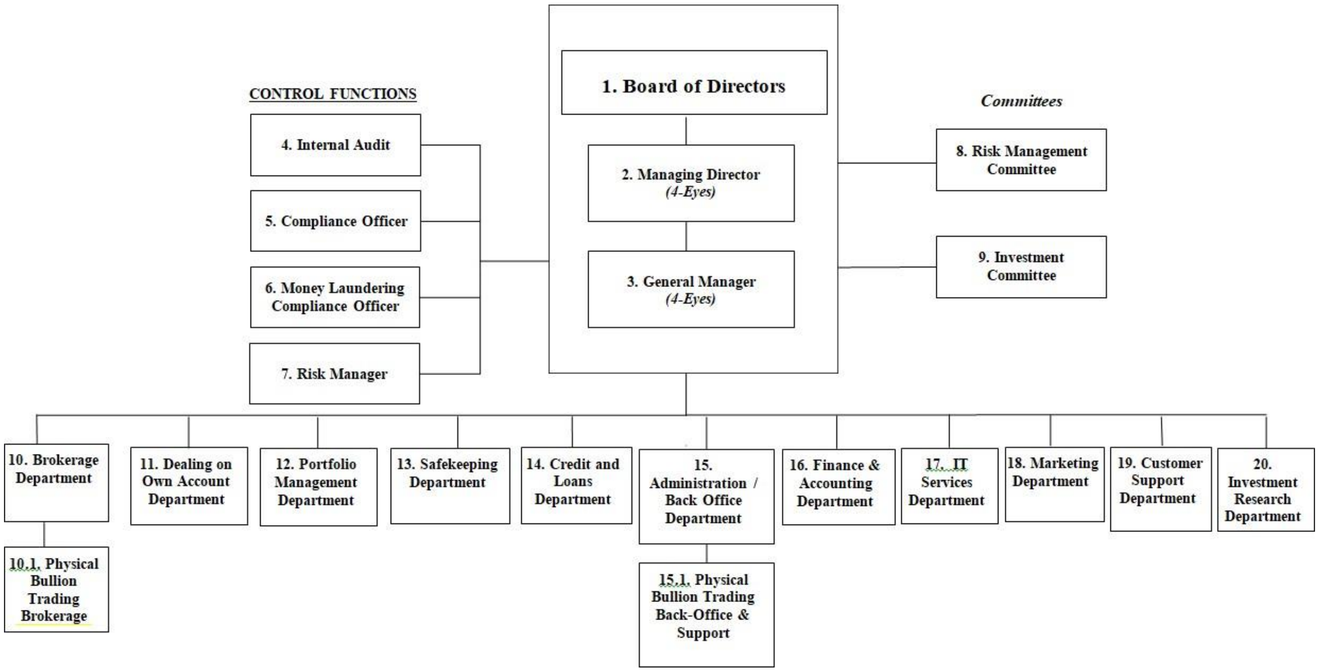
2. CORPORATE GOVERNANCE

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 follow:



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 number of directorships held by Executive and Non-Executive Directors in the Company do not exceed the maximum number allowed

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 of the Company. It also 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.

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 in entities of the Company as at 31 December 2019.

Table 4: Number of Directorships of the members of the Board of Directors[1]

Director	Function	Number of Executive Directorships	Number of Non-Executive Directorships
Mr. Kassem Mohammad Shmeis	Managing Director	1	-
Ms. Cynthia Tawk	General Manager	1	-
Mr. George Skordis	Independent, Non-Executive Director	-	2
Mr. Michael Ellinas	Independent, Non-Executive Director	-	1
Mr. Hassan Mazeh	Non-Executive Director	-	1

[1]Note: *The information in this table is based only on representations made by the directors of the Company*

2.4. Policy on Recruitment

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.

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

2.6. Governance Committees

Investment Committee

An Investment Committee has been formed to ensure the implementation of a prudent investment policy and the monitoring of the provision of adequate investment services to Clients. The Investment Committee decisions shall relate to general and overall decisions as far as the investments are concerned which correspond to the Client's risk profile categories or the Company's risk profile, as applicable. These general and overall decisions relate to various sectors of the economy across multiple regions and countries, general macroeconomic indicators, types of Financial Instruments, types of financial markets and market segments. Further, these decisions are notified to the relevant Heads of the Departments of the Company, as necessary, to enable discharging of their duties in an effective manner. As far as investments are concerned and when related to specific investment strategies, these decisions are of a prescribed content. During the year 2019, the Investment Committee has met three times

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. Extraordinary meetings can be called by any member of the Risk Management Committee, as well as by the Risk Manager. During the year 2019, the Risk Management Committee has met one time.

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
Investment Committee	• Supervise the proper choice of investments • Analyse the investment potential and contribute to the elaboration of the investment policy • Determine the Company's pricing policy • Decide upon the markets and types of Financial Instruments in which the Company shall be active • Determine the mode, content and frequency of the Client's briefing. • Establish, approve, adjust and monitor the Company Investment Policy in relation to the Portfolio Management Department • Review the Company's Investment Policy whenever a material change occurs • Establish risk profile categories for each Client • Analyze the economic conditions and the investment alternatives based on a thorough examination of third party reports • Select appropriate benchmarks for different type of portfolios • Examine the returns and the associated risks of the Client portfolios • Review the established dealing on own account policy • Monitor the collection of the Client information through the filling of the Investment Questionnaire, or information obtained through interviews
	• 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

Risk Management Committee	• Review the risk management procedures in place • Review the ICAAP on a yearly basis • Monitor and control the Risk Manager's and Risk Management Department's performance and effectiveness • 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. • Break down of such risk limits further where necessary, for example, per class of investment service or Financial Instrument, or Client or market • Implement stop loss-control limits • Follow up open positions within the approved limits • 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 underlying deviations between projections and corporate end results, as submitted to the Board • Approve Client and counterparty limits • Approve policy description concerning information systems and monitor the information systems in place • Establish policy regarding the amount of information provided to Clients about the nature and risks of Financial Instruments according to the Client classification • Supervise the Disaster Recovery Plan
Risk Manager	• Design the overall risk management system of the Company • Comply and implement the relevant provisions of the Law • Prepare the Risk Management policies and procedures • Provide training to relevant employees and the Senior Management, on risk-related issues • Analyze the market and its trends • Evaluate the effect of the introduction of any potential new services or activities on the Company's risk management • Measures for the monitoring of capital adequacy and large exposures • Draft written reports to the Management Body including recommendations. • Monitor Client and counterparty limits • Identify and manage the overall risks faced by the Company • Establish methods for risk monitoring and measurement • Monitor the performance and overall actions of the Dealing on Own Account Department • Prepare and implement the ICAAP of the Company • Apply stress testing scenarios and undertake analysis of the results, • Propose for additional, if necessary, capital allocation for Pillar 2 risks and other risks not covered by Pillar 1 • Apply the relevant provisions of the CRDIV requirements, as amended from time to time • Review the policy on maximum limits with respect to liquidity risk and market risk
Compliance	• Liaise with all relevant business and support areas within the Company

Function	• Monitor and assess the adequacy and effectiveness of the measures, policies and procedures put in place • Monitor and assess the level of Legal & Compliance Risk that the Company faces • Provide training to the staff of the Company in respect with the compliance function according to the Law • Communicate the relevant statutes of the IOM to each employee and notify them of any relevant changes therein • Develop and design the appropriate procedures of the Company, so as to prevent and resolve potential conflicts of interest • Ensure that all employees have the ability to identify cases of potential conflicts of interest. • Disclose to Clients the general nature and any potentially present conflicts of interest • Keep records regarding conflict of interest situations • Consent and approve the Company's Replacement Policy • Establish and implement the measures as regards personal transactions and notify each relevant person of the restrictions on personal transactions • Ensure that the termination process of Clients account is followed • Ensure that all relevant information are included in the Company's outsourcing agreements • 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 • Follow up Client complaints or grievances in relation to the Administration/Back Office Department and filing these complaints. • Approve the information script and/or standard FAQ which shall state the information that can be shared with Clients • Monitor the development and periodic review of product governance arrangements
Internal Audit	• 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 • Issue recommendations based on the result carried out in accordance with point • Verify compliance with the recommendations of point • 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. • Provide the Company with an Independent confirmation that the process followed by the Company is according to the Board's requirements, • 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 • Perform an Independent validation of all numbers included in the ICAAP Report and shall confirm their agreement with the financial records

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 at most 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 year, 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 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.

The Company's regulatory capital comprises fully of CET1 capital while it has not issued any AT1 or T2 capital. The composition of the capital base and capital ratios are shown in the following table:

Table 7: Composition of the capital base and capital ratios

	€000
CET1 capital before regulatory adjustments	
Capital instruments and the related share premium accounts	1,379
Retained earnings	83
CET1 capital: regulatory adjustments	**1,462**
Additional deductions of CET1 Capital due to Article 3 of the CRR (*)	(70)
CET1 capital	**1,392**
AT1 capital	**-**
T1 = CET1 + AT1	**1,392**
Tier 2 (T2) capital	**-**
Total capital (TC = T1 + T2)	**1,392**
Risk weighted assets	
Credit risk	65
Market risk	2,209
Operational Risk (**)	883
Total risk weighted assets	**3,158**

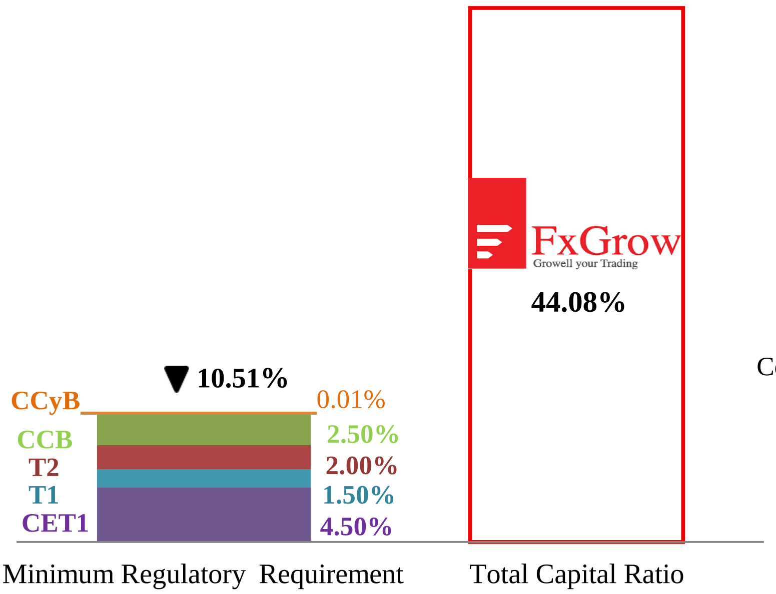
Capital ratios and buffers	
Common Equity Tier 1	**44.08%**
Tier 1	**44.08%**
Total Capital	**44.08%**
Institution specific buffer requirement (CET1 requirement in accordance with article 92 (1)(a) plus capital conservation and countercyclical buffer requirements, expressed as a percentage of risk exposure amount)	7.015%
of which: capital conservation buffer requirement	2.50%
of which: counter cyclical buffer requirement	0.015%
CET1 available to meet buffers	**36.08%**

** 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).*

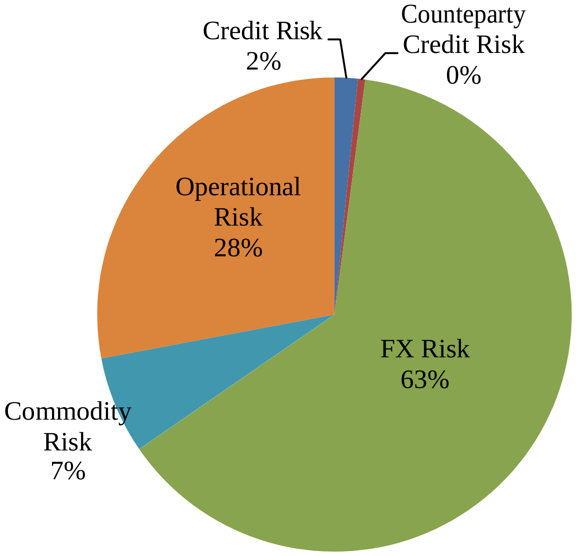
***Calculated based on the Audited Financial Statements for the year ended 2019.*

The figures below illustrate the Company's capital ratio and requirements and the breakdown of the exposures for the year ended 31 December 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	Growell Capital Limited	
Regulatory Treatment		
Eligible at Solo/(sub-)consolidated/solo	Solo	
Instrument type	Common Equity	
Amount recognized in regulatory capital	€1,379k	
Nominal amount of instrument	€1,379k	
Issue Price	Various	
Accounting classification	Shareholders' Equity	
Amount of Increase/Original date of issuance	***Share Capital Increase***	***Effective Date***
	€1k	12/11/2012
	€353k	21/02/2014
	€70k	09/09/2014
	€65k	30/11/2014
	€92k	26/08/2016
	€142k	30/11/2016
	€256k	30/06/2017
	€400k	28/12/2017
Perpetual or dated	Perpetual	
Original maturity date	No maturity	
Issuer call subject to prior supervisory approval	No	
Coupons / Dividends		
Fixed or floating dividend/coupon	Floating	
Coupon rate and any related index	N/A	

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

3.3. Balance Sheet Reconciliation

Institutions shall disclose a full reconciliation of Common Equity Tier 1 items, Additional Tier 1 items, Tier 2 items, filters, deductions and the balance sheet in the audited financial statements of the institution as follows:

Table 9: Balance Sheet Reconciliation

	2019 €000
Equity	
Share capital	8
Share premium	1,371
Retained Earnings	83
Total Equity as per Audited Financial Statements	**1,462**
Additional deductions of CET1 Capital due to Article 3 of the CRR	(70)
Total Regulatory Deductions	**(70)**
Total Own funds as per CoRep Forms	**1,392**

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.

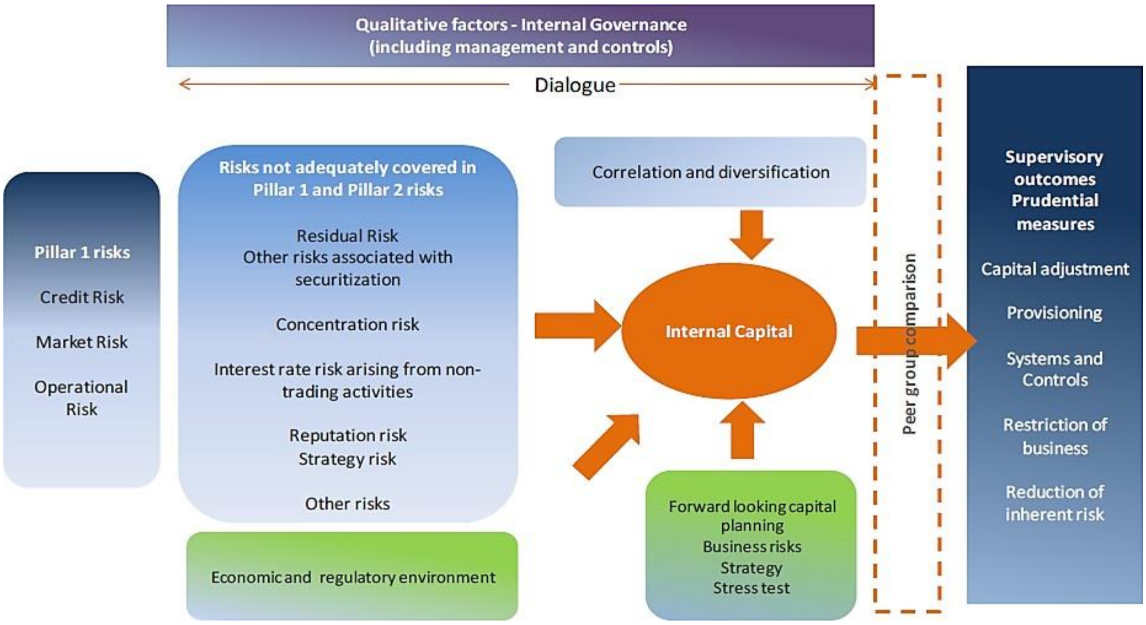
With regards to the 'use test' the following evidence shall be used to support that the ICAAP is embedded within the Firm:

- 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 describe 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 Fixed Overheads requirement (requirement as per the Regulation for "Limited Licence" CIFs).

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 counterparties fail to discharge their obligations and this could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date. Furthermore, 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.

No concentrations of credit risk with respect to trade receivables existed at year end. 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.

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.

Moreover, 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.

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.

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 has been deducted from the calculation in case of EU banks under the Deposit Guarantee Scheme.

5.1.2. Credit Risk – Risk Weighted Assets

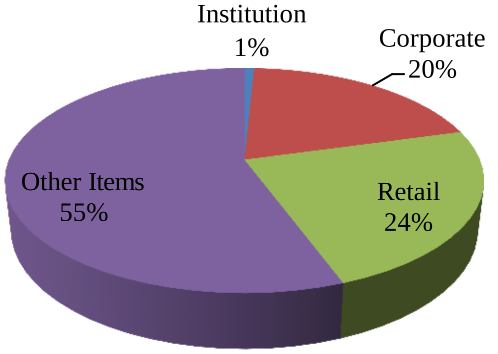
The minimum capital requirement for Credit risk is calculated by exposure using a factor of 8%. The following table shows the risk-weighted exposure amounts and the corresponding minimum capital requirements as at 31 December 2019 of the Company broken down by exposure class:

Table 10: Exposure classes as at 31 December 2019

Exposure class	Risk Weighted Assets	Capital Requirements
	€000	€000
Institutions	1	0
Corporates	13	1
Retail	15	1
Other Items	36	3
Total	**65**	**5**

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.

Risk Weighted Assets by Exposure Class



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	Average Exposure
	€000	€000
Institutions	2	14
Corporates	13	21
Retail	55	36
Other Items	36	311
Total	**106**	**383**

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.

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

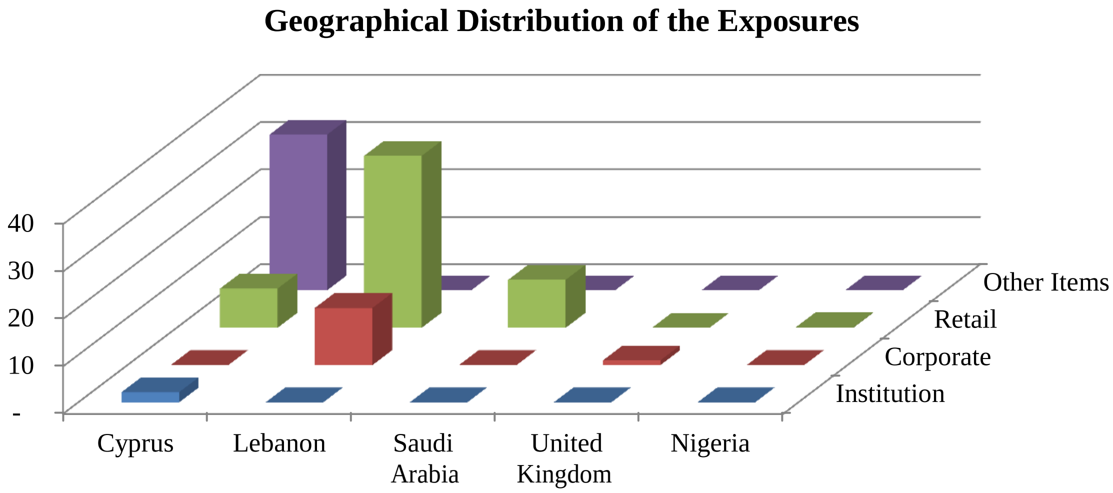
The Company shall disclose the geographical distribution of the exposures, broken down in significant areas by material exposures classes. The geographical distribution of the exposure classes of the Company are as follows:

Table 12: Geographical distribution of the exposure classes

Exposure class	Cyprus €000	Lebanon €000	Saudi Arabia €000	United Kingdom €000	Nigeria €000	Total
Institutions	2	-	-	-	-	**2**
Corporates	-	12	-	1	-	**13**
Retail	8	36	10	-	0	**55**
Other Items	36	-	-	-	-	**36**
Total	**47**	**48**	**10**	**1**	**0**	**106**
CCyB rate	**0%**	**0%**	**0%**	**1%**	**0%**	

*The countercyclical buffer for the period up to 31 December 2019 was 0.01% due to the Company's exposure with entities located in the United Kingdom

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.



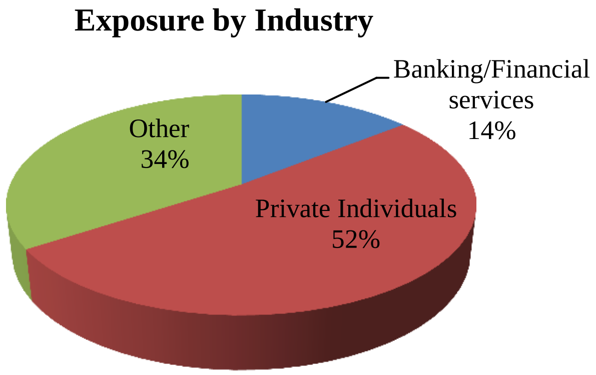
5.1.5. Credit Risk – Distribution of exposures by industry

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	Private Individuals	Other	Total
	€000	€000	€000	€000
Institutions	2	-	-	**2**
Corporates	13	-	-	**13**
Retail	-	55	-	**55**
Other Items	-	-	36	**36**
Total	**15**	**55**	**36**	**106**

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.



5.1.6. Credit Risk – 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

Exposure class	Residual Maturity ≤ 3 months	Residual Maturity > 3 months	Total
	€000	€000	€000
Institutions	2	-	**2**
Corporates	13	-	**13**
Retail	55	-	**55**
Other Items	-	36	**36**
Total	**70**	**36**	**106**

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.

5.2. 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 or less	
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.

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 4.

The Other Items category includes tangible assets and prepayments for which the Company cannot determine the counterparty risk weighted at 100%, cash items in the process of collection risk weighted at 20% and cash in hand risk weighted at 0%.

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

Exposure Class	Risk Weight					Total	Of which unrated
	0%	20%	50%	75%	100%		
	€000	€000	€000	€000	€000	€000	€000
Corporate	-	-	-	-	13	13	13
Institutions	-	2	0	-	-	2	-
Retail	-	-	-	55	-	55	55
Other Items	0	-	-	-	36	36	36
Total	**0**	**2**	**0**	**55**	**49**	**106**	**104**

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
CQS 4	2	2
Unrated	104	70
Total	**106**	**72**

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 takes margin cash deposits as funded credit protection (collateral) for derivatives and uses the Financial Collateral Comprehensive Method for calculation of the funded credit protection.

The Company's counterparty credit risk as at 31 December 2019 was €15k. The table below shows the analysis of CCR by exposure type:

Table 18: Counterparty Credit Risk broken down by contract type as at 31 December 2019

Type of contract	Positive Fair Value	Negative Fair Value	Notional Value	Exposure Amount before CRM	Exposure Amount after CRM	Risk Weighted Assets	Capital Requirements
	€000	€000	€000	€000	€000	€000	€000
Interest rate	-	-	-	-	-	-	-
FX rates & Gold	17	-4	2691	43	20	15	1
Equities	-	-	-	-	-	-	-
Precious metals except gold	-	-	-	-	-	-	-
Commodities other than precious metals	1	0	106	11	1	1	0
Total	**17**	**-4**	**2797**	**55**	**21**	**15**	**1**

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.

As per the requirements of the Regulation, the Company shall disclose the own funds requirements for Market Risk exposures.

The Company benefits from a number of factors that reduce the volatility of its revenue and protect it from significant changes in market conditions such as its product range. This diversification leads to a significant reduction in the Company's exposure to price risk. The Company's exposure to risk price at any point in time depends primarily on short-term market conditions and client activities during the trading day, hence the exposure at each reporting date may not be representative of the price risk exposure faced by the Company over the year.

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

Table 19: Market Risk Exposure

Risk Weighted Assets	**€000**
Equity	-
Foreign Exchange	2,000
Commodities	210
Total Market Risk Exposure	**2,209**
Total Market Risk Requirements	**177**

5.5.1. Equity 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 equity can be ignored if the stock-index future in question is exchange traded and represents a relevant appropriately diversified index.

The Company multiplies its overall gross position by 8% in order to calculate its own funds requirement against specific risk. The own funds requirement against general risk are the Company's overall net position multiplied by 8%.

The Company's equity risk as at 31 December 2019 was zero

5.5.2. Foreign Exchange Risk

The Company's reporting currency is Euro. Foreign currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Company's functional currency.

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.

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 matched positions in closely correlated currencies for the period up to 31 December 2019 were EUR 3k. In this respect, please find below the analysis of the Company's exposure to Foreign Exchange Risk as at 31 December 2019:

Table 20: Foreign Exchange Risk

	Net Positions		2% total own funds	Positions Subject To Capital Charge			Own Funds Requirements	Total Risk Exposure Amount
	Long	Short		Long	Short	Matched		
TOTAL POSITIONS	**2,001**	**539**	**21**	**3,381**	**-**	**3**	**160**	**2,000**
Currencies closely correlated	1,385	534		1,383	-	3	0	
of which: reporting currency	-	531		-	-			
All other currencies	570	5		1,952	-		156	
Gold	46	-		46	-		4	

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% x net position (long or short) x spot price for the commodity
- 3% x gross position (long plus short) x spot price for the commodity

The overall capital requirements for commodities risk are the sum of capital requirements for each commodity. The Company's Commodities capital requirement for the year was €17k as shown below.

Table 21: Capital requirements for Commodities risk

Category	Net Long €000	Net Short €000	Capital Requirements €000	Risk Exposure Amount €000
Precious Metals	-	-	-	-
Other	99	8	17	210
Total	**99**	**8**	**17**	**210**

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. Other than cash at bank, which attracts interest at normal commercial rates, the Company has no other significant interest bearing financial assets or liabilities.

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

5.6. Operational Risk

Operational risk means the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk but excludes strategic and reputational risk.

The following list presents some event-type categories, included in operational risk, with some examples for each category:

Internal Fraud	• misappropriation of assets; • tax evasion; • intentional mismarking of positions; • bribery.
External Fraud	• theft of information; • hacking damage; • third-party theft; • forgery.
Employment Practices and Workplace Safety	• discrimination; • workers compensation; • employee health; • safety.
Clients, Products, & Business Practice	• market manipulation; • antitrust; • improper trade;
Damage to physical assets	• damage to physical assets from a natural disaster, e.g. earthquake
Business Disruption & Systems Failures	• utility disruptions; • software failures; • hardware failures.
Execution, Delivery, & Process Management	• data entry errors; • accounting errors; • failed mandatory reporting; • negligent loss of Client assets.

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.

Furthermore, the Company has in place policies and processes whose implementation assists with the evaluation and management of any exposures to operational risk.

The Company has implemented an operational risk management framework designed to ensure that operational risks are assessed, mitigated and reported in a consistent manner consisting of, inter alia, the following components:

- Maintaining a four-eye structure and implementing board oversight over the strategic decisions made by the heads of departments;

- A Disaster Recovery Plan has been designed in order to be used in the event of a force majeure affecting the Company's internal systems and databases; and
- Maintenance of Risk Registers in the Context of the ICAAP;
- A Business Continuity Plan has been implemented which helps protect all of the Company's information databases including data, records and facilities.
- The majority of actions occurring in the Company's systems are automated and therefore it is less likely that a human error will occur;
- Review of risks and controls as part of the Internal Audit function;
- Regular review and updating of the Company's policies;

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 system for critical functions are being provided. In this respect, the Business Continuity Plan has been amended accordingly.

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. Consequently, based on the relevant calculations the Company's exposure to Operational Risk, as at 31 December 2019 is €71k as provided by the table below:

Table 22: Operational Risk capital requirements

Year Ended 31/12/2019					
Operational Risk	**Year -3 €'000**	**Year -2 €'000**	**Last Year €'000**	**RWA €'000**	**Capital Requirement €'000**
Basic Indicator Approach	43	815	555	883	71

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 **€71k** capital requirements.

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 **1309.75%**:

Table 23: Leverage Ratio

2019	Leverage Ratio Exposure
	€000
Exposure Values	
Derivatives: *Replacement cost associated with all derivatives transactions*	17
Derivatives: *Add-on amounts for PFE associated with all derivatives transactions*	38
Other assets: *On-balance sheet items (excluding derivatives, SFTs and fiduciary assets, but including collateral)*	52
Total exposures	**106**
Capital and regulatory adjustments	
Tier 1 Capital	1,392
LEVERAGE RATIO	**1309.75%**

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 1309.75% 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 EUR 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,
- 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
- 4th AML Directive (Directive (EU) 2015/849)
- 5th 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 nay 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):

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 Guidelines GD-IF-07 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.

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 should be 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. The Board discusses remuneration policy matters at least annually.

Furthermore, the Policy should also benefit 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. Moreover, the Policy should also adopt and maintain 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.

Finally, the Policy aims to (i) provide for sufficient incentives so as the relevant persons, -to achieve the business targets, (ii) deliver an appropriate link between reward and performance whilst at the same time consisting of a comprehensive, consistent and effective risk management tool that prevents excessive risk taking and /or misselling practices in light of financial incentives schemes, which could lead to compliance risks for the Company in the long-run.

8.1. Remuneration System

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 that take into account the employee's skills, experience and performance, whilst supporting at the same time the long-term business objectives. Other factors taken into account are the following:

(i) the financial viability of the Company;
(ii) the general financial situation of the state in which the Company operates;
(iii) the Employee's personal objectives (such as personal development), compliance with regulatory requirements (including the "best execution policy" and other protective

policies aiming towards the best interest of the client), systems and controls, commitment and work ethics;

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.

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. Benefits provided to the relevant Company employees, such as social insurance contributions, are not employee performance-related and are considered part of the fixed remuneration.

The total remuneration of staff currently consists of a fixed. The Fixed Remuneration (FR) 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. Fixed remuneration is also set in comparison with standard market practices employed by the other market participants/ competitors.

The Company's personnel are not remunerated with variable components. The variable remuneration 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.

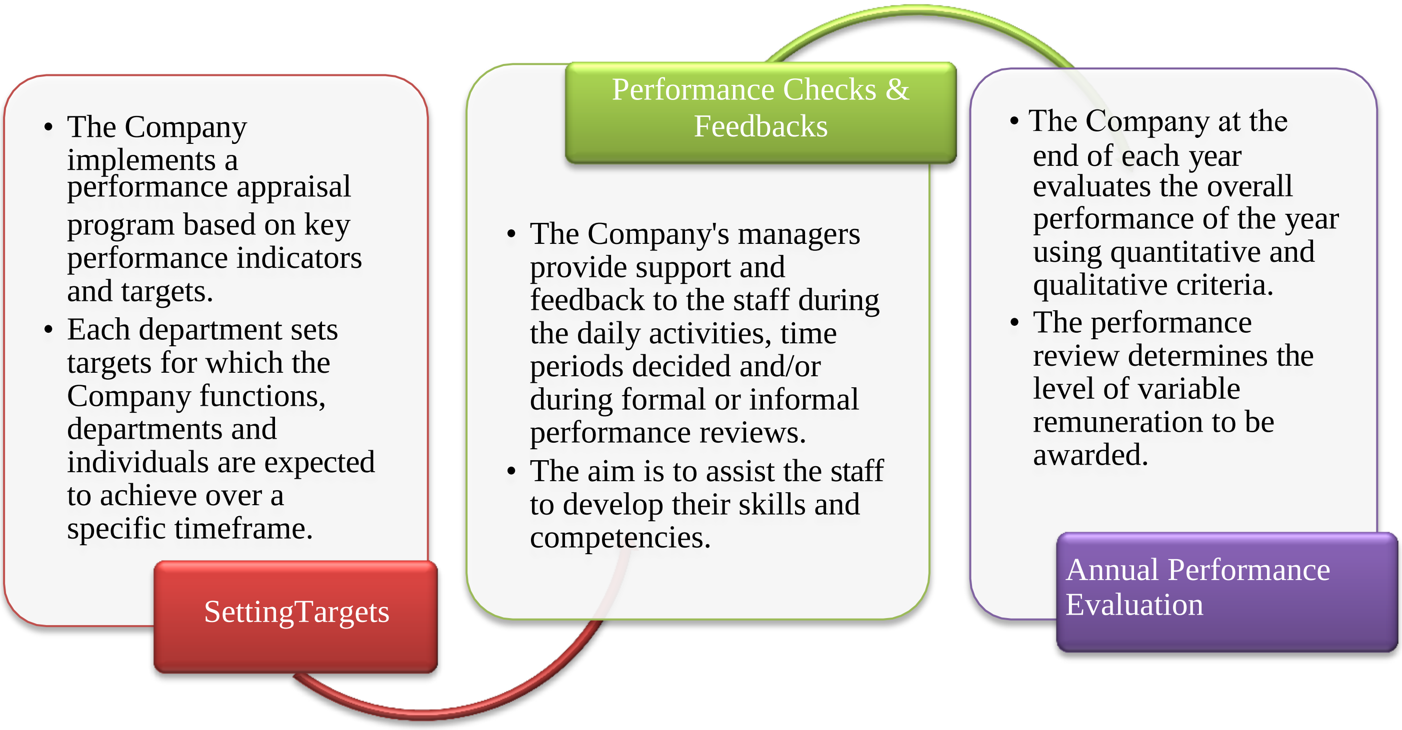
Furthermore there no remuneration is payable under deferral arrangements (with vested or unvested portions). Finally the Company did not pay any non-cash remuneration for the year under review, since the Company does not have non-cash instrument, such as shares or other equivalent non-cash instrument,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

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 is intended to ensure that the business will attract and retain the most qualified Senior Management Personnel and Directors. As stated above, in the criteria used for determining the remuneration of the 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 24: Remuneration analysis split by Senior Management and key management personnel

2019	Senior Management (Executive Directors) €	Key Management personnel €	Non-Executive Directors €
Fixed reward	46,035	39,368	11,000
Variable reward	-	-	-
Total	**46,035**	**39,368**	**11,000**
Number of beneficiaries	**2**	**3**	**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 25: Aggregate remuneration analysis by business area

Business Area	Aggregate Remuneration €
Control Functions*	49,045
Administration / Back Office Departments	27,250
Brokerage Department	9,108
Total	**85,403**

*Control functions include the Executive and MLCO.