

FINANCE IN MOTION ASSET MANAGEMENT S.À R.L.

## **Conflicts of Interest Policy**

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## 1. Scope and Applicability

Finance in Motion Asset Management S.a.r.l (“FIM” or “the Company”) is a leading impact asset manager with an exclusive focus on sustainable development finance. Through developing and advising alternative investment Funds, FIM aims to generate positive social and environmental impact alongside a financial return.

FIM is an AIFM according to the Luxembourg law of 12 July 2013 on alternative investment managers and manages portfolios as regulated by Art. 5 (4a) and provides investment advice as regulated in Art. 5 (4b) of the AIFM Law.

The purpose of the Policy is to safeguard the integrity and reputation of the Company, the Funds under its management, and their respective stakeholders by ensuring sound and transparent decision-making processes. It aims to uphold the confidence of the Company’s shareholders and the Funds’ investors by maintaining effective arrangements to identify, prevent, manage, and monitor conflicts of interest. These measures are essential to avoid any adverse impact on the interests of the Funds, their investors, or MiFID service clients.

The Policy applies to all Funds managed by Finance in Motion, FIM Group entities, and their respective customers and stakeholders.

## 2. Conflicts of Interest Definition

A Conflict of Interest (“COI”) is defined as a situation in which a staff member and /or a Funds stakeholder is involved in multiple interests, financial or otherwise, one of which could impair its motivation or decision-making. In general terms, a Conflict of Interest describes acting in the interest of one party and not (or not fully) acting in the interest of the other party

FIM engages with multiple Funds and sub-funds with various investors and partner institutions, which may lead to conflicts of interest arising across different levels of its business operations.

The potential conflicts of interests referred to in this Policy are classified into two main groups:

- a) Conflict of interest at the operating level, i.e. in relation to the activities of company staff or any service provider of the Company or the Funds;
- b) Conflict of interest at the decision-making level, i.e. in relation to the Board, or to any management body at the level of the company and/or investees, or any specialized committee set up by the Board (e.g. the Investment Committee).

## 3. Conflicts of Interest Disclosure Channels

Any disclosure of potential or actual conflicts of interest must be notified to the Company in written form, through one of the following channels:

➤ **Postal mail:**

Finance in Motion Asset Management S.à.r.l.

Attention: Conducting Officer for Compliance  
68 Boulevard de la Pétrusse, L- 2320 – Luxembourg

➤ **E-mail address:** [AlFMCOI@finance-in-motion.com](mailto:AlFMCOI@finance-in-motion.com)

The following information should be provided to ensure proper recording of the conflict of interest:

- Full name and position of the person reporting the conflict;
- Date when the conflict was identified;
- Description of the situation giving rise to the potential or actual conflict of interest;
- Any control measures already taken (if any) to mitigate or manage the conflict;
- Supporting documentation (if relevant).

Disclosure of conflicts of interest submitted via the above channels will be automatically directed to the Compliance Officer of FIM.

## 4. Conflicts of Interest Management

### 4.1 COI at the Company level

At the Company level, a Conflict of Interest could occur between interests of FIM, the Funds, Investors, MiFID Services clients, business partners or any person directly or indirectly linked to FIM by control and those of FIM's staff members, or in any combination. Conflicts of Interest may arise due to FIM's and its staff members' various activities and roles.

FIM takes effective organizational arrangements and measures for preventing and managing Conflicts of Interest and ensures an elevated level of awareness of Conflicts of Interest among staff members, Board members, Senior Management or any stakeholders at the level of the Company (including members of investment or other committees).

#### 4.1.1 COI at FIM's Operating Level

All employees, and in particular staff members engaged in business activities entailing a risk of Conflicts of Interest must be able to recognize a (potential) conflict of interest, be familiar with the measures to be taken and pursue their business activities with an appropriate degree of independence. Every time the Company enters a relationship with a new client/Investor and/or a Delegate is designated, the new relationship must be submitted for careful examination regarding the potential risk of Conflicts of Interest

FIM staff are expected to uphold the highest ethical standards, demonstrating integrity, accuracy, and professionalism in line with the Company's Code of Conduct. To reinforce this commitment, the Company conducts at least one annual internal communication and/or assigns relevant Compliance training to ensure staff remain aware of their duty to identify and escalate any potential conflicts of interest.

#### 4.1.2 COI at FIM's Decision-making Level

Any decision taken by the FIM Board must always be made in the best interest of the Company and its shareholders as a whole. To effectively fulfil its duties towards various stakeholders and to appropriately

address any potential conflicts of interest, FIM Board must operate with sufficient autonomy and independence from shareholders, service providers, and other external parties.

Each member of the FIM Board shall act independently and must not accept or follow instructions from shareholders or other stakeholders.

In the event that a Board member has a personal interest that conflicts with the interests of the Company, the concerned member is required to disclose such interest to the Board and the Compliance Officer and must abstain from participating in any decision-making related to the matter.

The same provisions in terms of conflict of interest applicable to the Board are also applicable to the members of specialized committees appointed by the Board, the Investment Committee, the Directors who are also a member of the management body of an investee or a member of a specialized committee appointed by the management body of such investee.

In the event that a member of an Investment Committee has an interest conflicting with that of the Fund in a matter which is subject to the Investment Committee's approval, that member must make such interest immediately known to the Investment Committee and to the Board. This member must not deliberate or vote upon any such transaction.

## 4.2 COI at the Fund(s) level

At the Funds' level, a conflict of interest arises when a Fund Portfolio Manager or Fund Board member has a direct or indirect financial interest that is in conflict with the interests of the Fund.

### 4.2.1 COI at the Fund's Operating Level

The service providers of the Funds are or may be involved in other financial, investment and/or professional activities which may cause conflict of interest with the management and administration of the Funds. Such conflicting activities may include the management of other Funds, purchases and sales of securities, brokerage services, granting or financing risk sharing or guarantees, custodian and safekeeping services and serving as directors, officers, advisors or agents of other Funds or other companies, including companies in which the Fund may invest, except for those positions for which the Fund has explicitly nominated/appointed the respective stakeholders. Each service provider will respectively ensure that the performance of their respective duties will not be impaired by any such involvement that they might have.

The service providers of the Funds must establish safeguards that minimize the conflicts of interests and, if conflicts of interest arise, they shall ensure that their respective customers are treated fairly. The service providers of the Fund should train their staff on how to avoid potential conflicts of interest. In addition, staff members of any service provider will abstain from carrying out for their own account consulting services which would be paid by the Fund.

No entity belonging directly or indirectly to a service provider shall be used by the Fund without due care and consideration, in particular in relation to the prevention or management of conflict of interests this situation may trigger. Further, the service providers are encouraged to establish internal code of conducts to mitigate conflicts of interest. The service providers should inform the chairperson of the Fund's Board

of any conflicting activities which could lead to conflict of interests. Such disclosure of conflicting activities should also be reported to the Compliance Officer.

#### 4.2.2 COI at the Fund's Decision-making Level

Any decision by the Fund(s) Board must be always taken in the best interest of the Fund and its shareholders as a whole.

In order to fulfil efficiently its responsibility towards investors and various stakeholders, and to resolve any conflict of interest that might arise, the Board must act in sufficient autonomy and independence from shareholders, service providers and other stakeholders. Each Board member shall not accept/receive any instructions from the shareholders and the various stakeholders.

In the event that any member of the Board has an interest conflicting with that of the Fund in a transaction which is subject to Board approval, that member must make such interest known to the Board and the Compliance officer and refrain from voting upon any such transaction.

As a general rule, all Fund stakeholders are required to disclose any potential conflicts of interest to the Compliance Officer in a timely manner. This disclosure is essential to ensure transparency, uphold the integrity of the decision-making process, and maintain compliance with the Fund's governance standards.

## 5. Documentation and Reporting

The Compliance Officer is the main contact person for any kind of conflict of interest and is responsible for advising on the identification and management of Conflicts of Interest and the documentation thereof.

Any staff member, client or relevant stakeholder confronted with a conflict of interest be it on the personal level or from a purely professional viewpoint is obliged to contact the Compliance Officer of FIM, whose task is to evaluate the situation, record the case in the confidential Conflicts of Interest register together with the mitigating measures and escalate to Senior Management as appropriate.

The Compliance Officer reports to the Senior Management and the AIFM Board on a quarterly basis and, if necessary, on an ad hoc basis on newly occurred conflicts of interest.