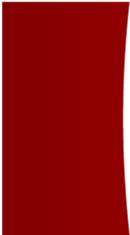


**Mitsubishi UFJ  
Investor Services & Banking  
(Luxembourg) S.A.**



**Conflicts of Interest Management  
Policy**



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## Section I. PURPOSE

Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A. (hereafter “MUFG” or “the Bank”) and its branch Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A., Dublin Branch (hereafter “MUFG Dublin Branch”), are committed to conducting its business with the highest ethical standards and complying fully with its legal and regulatory obligations. As a result of the wide range of financial services provided, the Bank may face both actual and perceived conflicts of interest.

The Bank’s Policy is to take all reasonable steps to maintain and operate effective organizational and administrative arrangements to identify, prevent, manage and monitor relevant conflicts which may arise or have arisen in the normal course of its business activities and operations, either on a one/off basis or on a more recurring basis, and which entails a material risk of damage to the interests of the clients. The Authorized Management of the Bank is responsible for ensuring that the systems, controls and procedures are adequate to manage conflicts of interest. The Compliance department of the Bank assists in the management of actual and potential conflicts of interest.

Each employee is required to comply with the guidelines set out below and to bring to the attention of the Compliance department and the Head(s) of the relevant business unit any circumstances he or she may be aware that give rise to conflicts of interest. Employees may use the form included in **Appendix II** of the Policy or via any other form (e-mail, telephone or in person) provided that all details in relation with the conflict are recorded.

This Policy seeks to address, in broad terms, the material types of conflicts of interest that are relevant to the Bank, its clients and any other relevant person involved in the business activities of the Bank (such as employees). This Policy also aims to meet the Bank’s regulatory obligations pursuant to the requirements of CSSF Circular 12/552 as amended and the MiFID Regulation in order to act honestly, fairly and professionally in the best interests of its clients and to put client’s interests ahead of its own.

The overall objective of this Policy is to set out guidelines for identifying existing or potential conflicts of interest, the procedures, and restrictions on the activities of the Bank, its directors, and employees aimed at minimizing the risks of conflicts arising and minimizing the damage to the interests of the Bank’s clients where the conflicts are unavoidable.

Accordingly, the Bank will:

- Identify situations where conflicts of interest may arise or have arisen, entailing a material risk of damage to the client’s interests by reference to the specific services and activities carried out by the Bank;
- Establish appropriate procedures, mechanisms and systems to manage and monitor those conflicts;
- Maintain procedures and systems designed to prevent actual damage to the client’s interests through any identified conflicts;
- Maintain records of such conflict of interest (including potential conflicts of interest); and
- Communicate main arrangements and rules to the Bank’s employees and related branches and subsidiaries, if any.

It has to be noted that the Bank is not providing the following services to its clients:

- Investment research and advice;
- Discretionary Portfolio Management/Collective Portfolio Management activities;
- Corporate finance activities, including underwriting or selling when offering securities, or advising on mergers and acquisitions.

## Section II. OWNERSHIP: CREATION / PERIODIC REVIEW / AMENDMENT

This policy is created, owned and maintained by the Compliance Department for use across the Bank and its branch.

Any amendment to this Policy shall be approved by the Executive Committee and by the Board of Directors.

## Section III. DEFINITION

A conflict of interest may involve a situation where, within the course of the Bank's activities, the interests of the Bank and/or its clients (e.g. Funds/Investors of such Funds, Management Companies), or employees or any other **Relevant Person** compete directly or indirectly. Some of these conflicts may arise because the Bank is involved in a broad range of business activities with different clients. Other may arise because of the specific circumstances of particular business activities.

A particular activity or situation may be found to involve a conflict of interest even though it does not result in any financial loss to the Bank or its clients or any gain to the Bank or an employee, and irrespective of the motivations of the employee involved.

For the purpose of the Policy and in accordance with Article 2 of the Grand-Ducal Regulation of 13 July 2013, "**Relevant Person**" means any of the following:

- A director, partner or equivalent, manager or appointed representative (or where applicable, tied agent) of the Bank;
- A director, partner or equivalent, or manager of any appointed representative (or where applicable, tied agent) of the Bank;
- An employee of the Bank or of an appointed representative (or where applicable, a tied agent) of the Bank, as well as any other natural person, whose services are placed at the disposal and under the control of the Bank or a tied agent of the Bank and who is involved in the provision by the Bank of regulated activities;
- A natural person who is directly involved in the provision of services to the Bank or to its appointed representative (or where applicable, tied agent) under an outsourcing arrangement for the purpose of the provisions by the Bank of investment services and activities.

A conflict may arise between any of the following (but not limited to):

- The Bank and the client;
- Two clients of the Bank;
- Investors in the same fund;
- An employee and the client;
- Two employees of the Bank;
- One or more employees and the Bank;
- A service provider and the Bank.

A conflict of interest may arise in any area of the Bank's business activities, for instance when providing to its clients a service, which may benefit to the Bank (or another client for whom the Bank is acting) whilst potentially and materially damaging another client where the Bank owes a duty to the client.

Conflicts of interest situations may also appear between the Bank and service providers when the

services may be agreed in terms that may benefit to the Bank or a “Relevant Person”.

The Bank should also ensure that transactions with related parties do not affect the capacity of the Bank to provide independent depositary services to the clients.

The conflicts mentioned in this Policy are examples of conflicts of interest and is not an exhaustive list. The Bank’s staff must consider all activities carried out in order to identify and escalate any conflicts that may arise.

## **Section IV. LEGAL AND REGULATORY FRAMEWORK**

Main regulatory requirements applying to the Bank in relation to conflicts of interest are as follow:

### **EU level**

Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments (“**MiFID**”) amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC;

Directive 2011/61/EU of the European Parliament and of the Council on Alternative Investment Fund Managers (“**AIFMD**”) of 8 June 2011;

Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (**MiFID II**), amending Directive 2002/92/EC and Directive 2011/61/EU and repealing provisions of Directive 2004/39/EC;

Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 (“**UCITS V**”) amending Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as regards depositary functions, remunerations policies and sanctions;

Commission Delegated Regulation (EU) 231/2013 supplementing Directive 2011/61/EU;

Regulation (EU) No 600/2014 (**MiFIR**) of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012;

Commission Delegated Regulation (EU) 2016/438 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries;

### **Luxembourg level**

Law of 13 July 2007 transposing Directive 2004/39/EC on markets in financial instruments;

Law of 12 July 2013 on alternative investment fund managers transposing Directive 2011/61/EU;

Grand-Ducal Regulation of 13 July 2007 relating to organisational requirements and rules of conduct in the financial sector and transposing Commission Directive 2006/73/EC of 10 August 2006;

CSSF Circular 07/307 as amended;

CSSF Circular 12/552 as amended;

CSSF Circular 16/644 applicable to credit institutions acting as UCITS depositary subject to part I of the Law of 17 December 2010 relating to undertakings for collective investment and to all UCITS.

## **Section V. SCOPE OF APPLICATION**

This Conflict of Interest Policy is applicable to all employees of the Bank, as well as employees of its branch, including the Authorized Management of the Bank and the Board of Directors and any other Relevant Person (refer to definition in section III).

## **Section VI. IDENTIFICATION OF CONFLICTS OF INTEREST**

The policy on managing conflicts of interest shall identify the main sources of conflicts of interest the Bank is or may face.

### **VI.1. Criteria for identification of conflicts of interest**

In order to identify situations in which a conflict of interest may arise, the Bank shall take into account the interests of the clients as well as the duty of the Bank towards the clients.

In determining whether there is, or may be, a conflict of interest to which this policy applies, the Bank considers whether there is a material risk of damage to the client or to the Bank's reputation, taking into account whether the Bank or a Relevant Person or a person directly or indirectly linked to the Bank:

- Is likely to make a financial gain, or avoid a financial loss at the expense of the client or service provider;
- Has an interest in the outcome of services provided or transactions carried out on behalf of the clients, which is distinct from the client's own interests;
- Has an interest in the agreement of the contract of services between the sub-contractor and the Bank;
- Has a financial or other incentive to favor the interest of another client or group of clients over the interest of the client;
- Carries out the same business as the client;
- Receives or will receive from a person other than a client an inducement in the form of monies, goods or services in relation to a service provided to the client or in relation to the contract established by the sub-contractor and the Bank. Other than the standard or commission or fee for that service.

In order to identify all possible types of conflict of interest arising from the combined provision of central administration / depositary and/or ancillary services and/or other activities, a list of the potential situations of conflict of interest which the Bank could face has been developed as a result of the activities and services provided.

#### **How can I recognize and manage potential conflicts of interest?**

- Think about how your actions would look to others;
- Disclose activities up front, especially if you are unsure about potential conflict;
- Talk to your Head of Department or to the Compliance Department if you have any question.

### **What types of relationships could cause a conflict of interest?**

- A direct supervisory relationship with a family member or close friend;
- A working relationship where the employee may have the ability to favorably impact compensation, work conditions or promotions prospects of a close friend or family member;
- An outside activity, external directorship or work arrangement that interferes or competes with the Bank's business activities.

### **What are some examples of conflicts of interest I may face as an employee of the Bank?**

#### **Managing dealings with the Bank**

Employees might use products and services of the Bank under certain circumstances and internal rules, which could also benefit to their friends and family members. Employees of the Bank must make sure that all their personal, family and friends' dealings with the Bank are handled at arm's length, independent of their specific relationship with the Bank, by following relevant procedures for the business and activities carried out.

#### **Managing working relationships with family and friends**

It is possible for employees' relationships to have an effect on their work at the Bank. Employees must understand the actual or perceived effects that personal relationships can have in order to avoid situations that would reflect negatively on the Bank. There is no substitute for good judgment and common sense. If employees are in doubt about a relationship that may put the Bank in a conflict of interest, they should speak with their Head of department or with the Compliance department.

Loyalty can become conflicted if friends or family members work for a company that does or seeks to do business with the Bank as a Bank's client or supplier. This is especially likely to be a problem if it happens to those who are involved in the approval or selection process, contract negotiations or relationship management with the Bank's clients or suppliers. In such cases, employees must inform the Compliance department of the Bank.

#### **Managing outside activities or work**

Some employees may take on additional work or activities outside their work at the Bank. This may take the form of part-time work elsewhere, volunteer activity or a personal business run from home. No matter the type of work, these additional activities must not be with one of the Bank's competitors. They must also not interfere with the Bank's responsibilities towards its clients. Employees must be aware of actual, potential or perceived conflicts of interest related to outside activities and must disclose and obtain approval for them from the Compliance department of the Bank.

#### **Managing external directorships**

Some employees may choose to take on directorships or similar roles in other companies, organisations, clubs, associations or foundations. In that case, the role must not compromise the employee's ability to do his/her best work for the Bank and its clients. Employees must be careful to avoid actual, potential or perceived conflicts of interests and potential reputational issues. Roles and relationships must be identified and assessed to ensure full compliance with this Policy. Any directorship or similar relationship shall be

notified to the Compliance department of the Bank.

▪ **Managing gifts and entertainments**

It is common to foster relationships by exchanging courtesies such as meals, gifts and entertainments. Employees must ensure that gifts and entertainments they accept are not intended or designed to influence their business judgment on behalf of the Bank and which may affect its clients. In addition, employees must never give gifts or entertainment intended to inappropriately influence someone else's business judgment. Employees must take extra caution when the intended recipient of a gift or entertainment is a public official.

Gift definition: a gift is anything of value given or received in relation to the Bank's business.

Entertainment: an entertainment includes any event the Bank hosts or attends for business-related-purpose. Common examples include meals, sporting events, and educational events. Entertainment should always be in good taste and consistent with usual business practice. Employees must avoid entertainment that is too lavish or expensive because it may also be seen as influencing our judgment.

**VI.2. List of potential conflicts of interest identified by the Bank**

*Please refer to Appendix I of this Policy presenting a (not exhaustive) list of potential conflicts of interest identified by the Bank. Note that the list of current conflicts of interest is logged in a separate register maintained by the Compliance Department outside of this Policy.*

**Section VII. APPROACH TO MANAGE CONFLICTS OF INTEREST**

It is more preferable to prevent a conflict from happening than to solve the conflict. The Bank must ensure that the employees engaged in different clients and/or different business activities involving a risk of conflicts of interest carry out these activities, having a degree of independence which is appropriate to the materiality of the risk of damage to the interests of the clients.

The Bank has put appropriate measures and procedures in place to prevent conflicts of interest, which include the following:

**VII.1. First principles**

Where the Bank has, or may have a conflict of interest, or material interest in relation to a transaction, or an interest that is, or may be in conflict with the interests of any of its clients, or clients with conflicting interests in relation to a transaction or a service provided by the Bank, it must not proceed to that transaction or must not provide that service to the client, unless it takes reasonable steps to ensure fair treatment for the client. Such reasonable steps may include:

- i) Disclosing the conflict, or interest to the client and/or how it would be managed, and/or obtaining their consent to proceed and disregarding the material interest/conflict of interest pursuant to the concerned service provided by the Bank and/or the planned transaction;

- ii) Declining to act for the client where it is inappropriate or impossible to manage the conflict/material interest;
- iii) Implementation of ad hoc specific information barrier or other additional information segregations methods following consideration of all the facts available;
- iv) Third/party evaluation; to ensure that transactions are fair and impartial (“arm length”), it is often prudent to get an independent advice for parties involved in a specific transaction.

Where, in the opinion of the Bank’s Authorized Management and Chief Compliance Officer, no other arrangements put in place by the Bank is sufficient to ensure, with reasonable confidence, that risks of damage to the interests of a client would be prevented, the Bank will disclose the nature and/or the sources of the conflict of interest to the client (step i) above). Such disclosure will be made in writing, and will include sufficient details to enable the client to make an informed decision about the services provided by the Bank, or about investing in the funds.

Whatever the situation, disclosure does not exempt the Bank from its duty to manage conflicts of interest in order to prevent abuse and to give protection to the client. Disclosure to clients is a measure of last resort that can be used only where the organizational and administrative arrangements established by the Bank to prevent or manage its conflicts are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the clients will be prevented. Over-reliance on disclosure of conflicts of interest shall be considered as a deficiency on how conflicts are prevented and managed.

When disclosing a particular conflict of interest, disclosures shall meet the following conditions:

- Be made in a durable medium;
- Include a specific description of the conflict of interest;
- Explain the general nature and/or sources of conflicts of interest, as well as the risks to the client that arise as a results of the conflict and the steps undertaken to mitigate these risks; and
- Explain that the firm’s organizational and administrative arrangements are not sufficient to protect the client.

## **VII.2. Provisions on employee remuneration**

The Bank has in place a Remuneration Policy which is designed to reward “staff” in a manner which recognizes the long term interests of clients and the firm and to discourage inappropriate behavior and that meets requirements of the CRD IV and MiFID regulation.

In particular, the remuneration (fixed and variable) of the controls functions will be ultimately overseen and approved by the Board of Directors in order to preserve the necessary degree of independence of those functions.

## **VII.3. Employees’ personal investments, directorships and outside positions**

Where employees are involved in social organizations or other commercial companies, or when an employee has a financial interest in other companies or initiatives, they must ensure that this involvement does not lead to any conflict of professional and private interests or to a compliance risk for the Bank.

The Bank has adopted a Personal Transaction Policy for monitoring employees’ personal investments.

Directorships of companies external to the Bank and other outside interests may create a potential conflict of interest and therefore are required to be disclosed to the Compliance department of the

Bank and Authorized Management for assessment and approval.

#### **VII.4. Personal Account dealing**

Employees have not the possibility to have a personal account dealing at the Bank level and are not allowed to trade by using the systems of the Bank.

#### **VII.5. Inducement, gifts and entertainment**

The Bank will not accept, or offer a fee, commission or other non-monetary benefits that is likely to conflict with the Bank's duties to act in the best interest of its clients. The Bank has a documented Gift and Entertainment Policy designed to prevent the offering or receipt of substantial value. The Policy takes into consideration both the value and frequency of gifts and entertainment that could give rise to actual or perceived conflicts of interest.

#### **VII.6. Confidential information and the "need to know" principle**

The Bank has effective procedures in place to protect confidential information entrusted to it and to control the flow of information within the Bank and related entities, such as its branch. Maintaining that trust requires the Bank to handle others' confidential information carefully. The mishandling of information could hurt the Bank's clients and other parties. In addition, acceptance of client confidential information creates a legal responsibility on the Bank's side and mishandling it could have severe consequences (such as legal claims or penalties from data protection authorities).

For these reasons, the Bank has adopted a Personal Data Protection Policy specifying how non-public information obtained from a client or potential client shall be treated as confidential and shall not be shared outside the Bank, unless explicitly permitted by the terms of a confidentiality agreement.

Internally, the Bank operates on a "need to know" basis. Confidential information may be disclosed only to those persons who need it to serve the legitimate interests of the clients and who can be expected to keep it confidential.

### **Section VIII. MEASURES TO MONITOR CONFLICTS OF INTEREST**

#### **VIII.1. Recordkeeping**

- List of potential conflicts of interests

The Bank maintains and regularly updates a record of the types of activities carried out by, or on behalf of, the Bank in which conflicts of interest entailing a material risk of damage to the interests of one or more clients may arise. The information contained within this register facilitates the effective identification and management of any potential conflicts of interest. Management must receive on a frequent basis and at least annually, written reports on those activities. Please refer to **Appendix I** of the Policy.

- List of current conflicts of interest

The Compliance Department maintains a separate register with the list of current conflicts of interest notified to it and which have arisen along with mitigating measures to prevent those conflicts.

Any conflict which arises will be logged in this register by the Compliance department based on its

own analysis and will be promptly reported to the Authorized Management and the Board of Directors upon occurrence and via the quarterly compliance reporting to the attention of the Executive Committee and the Board of Directors.

#### **VIII.1. Escalation and reporting**

Each employee detecting a situation entailing a material risk of damage must immediately report this situation to the Chief Compliance Officer and to the Authorized Management by using the form included in **Appendix II** of this Policy.

Where the Chief Compliance Officer and the Authorized Management note that the conflict of interest is acceptable in the frame of this Policy, they may formally authorize it.

#### **VIII.2. Ad-hoc monitoring**

The Compliance department monitors compliance with this Policy on a regular basis and as part of the Compliance Monitoring Plan of the Bank.

Based on the results of the monitoring, the Compliance department will provide recommendations to the Executive Committee and the Board of Directors on how to enhance this process. Material breaches will be reported to the Executive Committee and the Board of Directors.

### **Section IX. MEASURES IN CASE OF NON-COMPLIANCE WITH THIS POLICY**

All employees need to understand and comply with this policy. In case of non-compliance, disciplinary action may be taken by the Bank against a director, officer or employee, including the termination of the employment contract.

### **Section X. ROLES AND RESPONSIBILITIES**

#### **X.1. Responsibilities of the Board of Directors**

The Board of Directors is responsible to approve the Conflict of Interest Policy initially, and at least annually going forward.

#### **X.2. Responsibilities of the Authorized Management**

The Authorized Management of the Bank will:

- Be responsible for ensuring that the Bank's systems, controls and procedures are adequate to identify, prevent, manage and monitor conflicts of interest;
- Be responsible for preventing adverse effects from conflicts of interest for the operations they are in charge of;
- Respond appropriately in the case of any risk of causing adverse effects from conflicts of interest;
- Be responsible for approving/authorizing any conflict of interest together with the Chief Compliance Officer, where appropriate mitigating measures are in place;
- Be in charge for the definition of appropriate corrective action(s) in relation with recommendation(s) issued by the Internal Control functions;
- Be responsible for disclosing any conflict of interest to the client where there are no sufficient

mitigating measures in place to ensure, with reasonable confidence, that the risks of damage to the client will be prevented.

### **X.3. Responsibilities of the Internal Controls functions**

Internal controls functions as a whole will:

- Assist in the identification and monitoring of actual and potential conflicts of interest in close collaboration with the Heads of departments, and report to the Authorized Management and the Board of Directors on any new conflict identified and proposals in order to manage such conflict;
- Be in charge of the periodical review, and at least annually, of the Conflict of Interest Policy, and report to the Authorized Management and the Board of Directors on the results of such review as part of the Internal Audit Reports and Compliance Reports and issue recommendations to the Authorized Management to address any weakness, deficiency identified.

The Compliance Department of the Bank will:

- Be responsible for maintaining version series, original requests and supporting documentation evidencing the formal approval of this Policy by the relevant bodies of the Bank;
- Use all reasonable endeavours to ensure that the Policy remains current and applicable to the structure and the size of the Bank as well as the nature, scale and complexity of the Bank's central administration/depositary activity;
- Be responsible to collect, record and report to the Authorized Management and the Board of Directors any conflict of interest (potential, perceived, actual);
- Ensure appropriate communication arrangements are in place to raise awareness of employees on internal rules which apply to them in the frame of this Policy.

### **X.4. Responsibilities of Employees**

Overall, executives and employees must:

- Manage conflicts of interest that unduly harms interests of customers appropriately with the awareness of the potential of conflicts of interest based on the Conflict of Interest Policy established by the Bank;
- Not engage in any act with conflicts of interest that unduly harms the interests of clients, except where:
  - The contract with a customer that is allowed to create a conflict of interest;
  - The material facts of conflicts of interest have been disclosed and an approval from a client is obtained about an act that may constitute a conflict of interest;
  - It is clear that the interests of customers will not be unduly harmed due to, among other reasons, a strict information management framework established.

In addition, executives and employees will

- Promptly report/escalate any type of conflict (potential, perceived, actual) they may be aware to the Compliance department and the Authorized Management;
- Must consult the Chief Compliance Officer and Authorized Management and seeks their formal assessment and approval on the situation of conflict in question where employees or Head(s) of department(s) are unsure whether a conflict exists.

## **Appendix I: List of potential conflicts of interest**

This list of potential conflicts of interest has been defined based on the Bank's business activities, nature, scale and complexity of its activities. Please note that the Bank only provides central administration and depositary services for all types of funds (e.g. UCITS, AIFs) and other ancillary services, such as cash management/treasury services. The Bank does not provide any private banking/discretionary activities.

This list will be updated on a regular basis by the compliance department and, at least once a year as part of the regular review process of policies and procedures of the Bank, in order to take into account evolutions in its organization and its activities (including any new service/activity provided).

Item number	Conflict type	Conflict description	Parties involved in the conflict	Conflict rating (High/Medium/Low)	Measures in place to mitigate the conflict	Details/ Results of mitigation (residual risk)
1	Internal Organization / Separation of controls functions with operating units	<p>An employee working within a control function may be assigned tasks in other departments that he/she is led to control.</p> <p>An employee working within a control function may be in charge to control an operating unit he was in charge in the past within the Bank</p>	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A.</p> <p>Employee(s) of the Bank</p>	High	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- An employee of the control functions is prohibited from performing tasks which fall under the scope of a business unit of the Bank;</li> <li>- An employee of the controls functions which was previously working within a business unit will be prohibited from controlling that business unit as a control function.</li> </ul>	Low
2	Depositary activities	<p>The Depositary and the Management Company for funds administrated belong to the same group</p> <p>Potential unsatisfactory level of service quality by the Bank acting as Depositary</p>	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A.</p> <p>Mitsubishi UFJ Lux Management Company</p>	High	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- At the level of the Board of Directors of the Management Company, there is by the time of the entry into force of the level II measures of the UCITS V Directive, no person belonging</li> </ul>	Low

		and Central Administration where the Bank is also the shareholder of the relevant Management Company or are part of the same group			<p>to the Depositary;</p> <ul style="list-style-type: none"> <li>- At the level of the Board of Directors of the Bank, there are by the time of the entry into force of the level II measures of the UCITS V Directive 2 Board members qualifying as independent from the group;</li> <li>- The Depositary reports regularly on its activities to the Management Company;</li> <li>- The Bank is no more shareholder of the Management Company and of any other Management Company for which it provides depositary services. Mitsubishi UFJ Lux Management Company has now to be regarded as a sister company from the perspective of shareholdings;</li> <li>- The roles and responsibilities between the Bank and the Management Company are defined and further detailed in SLAs in order to minimize the risks of conflicts arising from the delegation.</li> </ul>	
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3	Depositary activities	<p>The Depositary and the Investment Manager belong to the same group.</p> <p>The Investment Manager is a delegate of the Management Company and is itself subject to potential conflicts of interest issues.</p>	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A.</p> <p>Investment Manager(s) of the relevant funds under administration</p>	High	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- At the level of the Board of Directors of the Bank, all Board members are independent from each relevant Investment Manager</li> <li>- At the level of the Board of Directors of the Bank, there are 2 Board members which are independent from the group</li> <li>- The Investment Management function has not been delegated by the Management Companies to entities which are involved in the custody chain (i.e. sub-custodians)</li> <li>-The Investment Manager is contractually responsible to manage its conflicts of interests in line with relevant regulations and to disclose any potential conflicts of interest to the Management Company as well as the procedures and measures to be adopted.</li> </ul>	Low
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4	Delegation and outsourcing	<p>The Bank may have outsourced, delegated several tasks or services to the same:</p> <ul style="list-style-type: none"> <li>- legal entity within the group; and/or</li> <li>- service provider.</li> </ul> <p>This may result in an improper disclosure or exchange of information with a division or business unit within the group, or between the departments of the same service provider, where the exchange of that information could harm the interests of relevant parties involved in the conflict. Disclosure to any third-party can only be done if it is authorized by the law;</p>	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A.</p> <p>Clients of the Bank</p> <p>Employees of the Bank</p>	High	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- A selection process for contracting any service provider has been put in place within the Bank;</li> <li>- A due diligence is performed on each service provider to ensure that they have robust organization arrangements and internal control to manage the confidentiality of information provided by the Bank.</li> </ul>	Medium
5	Delegation and outsourcing	<p>The Management Company has outsourced its internal audit function to the internal audit department of the Bank</p>	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A.</p> <p>Mitsubishi UFJ Lux Management Company</p>	Medium	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- At the level of the Board of Directors of the Management Company, there is no Board member of the Bank;</li> </ul>	Low

					<ul style="list-style-type: none"> <li>- The Internal Audit function of the Bank is independently functioning from the operational activities and reports directly to the Board of Directors of the Management Company;</li> <li>- The Conducting Officer of the Management Company responsible for Internal Audit reports directly to the Management Committee and the Board of Directors of the Management Company on issues identified.</li> </ul>	
6	Delegation and outsourcing	The Management Company has delegated its entire compliance function to the Bank or outsourced part of the compliance activities	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A. Mitsubishi UFJ Lux Management Company	Medium	<b>Not applicable</b> as no such service outsourced to the Bank	Low
7	Delegation and outsourcing	The Management Company has delegated the fund compliance to the Bank which is performed by an employee of the Risk Management function of the Bank.	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A. (the Administrative Agent or the Bank) Mitsubishi UFJ Lux	High	<b>Not applicable</b> as no such service outsourced to the Bank. Fund compliance in relation with the funds managed is done directly by the Management Company.	Low

		This situation may affect the capacity of the depositary bank to perform a second independent layer of controls as required by the regulation.	Management Company (the Management Company)		The Risk Management function of the Bank is performing a second layer of controls in relation with rules defined in the laws and prospectuses of the funds for which it provides depositary services and thus this ensures full independence of this process.	
8	Outside business activities (including outside business directorship)	External business activities and directorships of the Bank' employees may conflict with their job assignment within the Bank or with the interests of its clients	Any employee of the Bank The Bank The funds and/or investors	High	For mitigating the conflicts associated, the following procedures are applied:  - Each member of the Board of Directors is required to disclose any new directorship or activity which may conflict with his/her responsibilities as Board member of the Bank at the start of each Board meeting  - Each member of the Board of Directors is required to disclose at least annually all directorships undertaken during the year. A log with all mandates of the Board members is maintained by the secretary  - A notification form in order to disclose all directorships held outside the Bank has been defined. Each employee shall fill	Low

					in the form where relevant and transmits it to the Compliance Department for an internal assessment.	
9	Board member personal interest	A Board member may have a personal interest in a specific resolution or transaction to be approved by the Board of Directors and which conflicts with the interests of the Bank or of the funds administrated.	Any member of the Board Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A.	High	For mitigating the conflicts associated, the following procedures are applied:  - At each Board meeting, the secretary controls prior to the Board if there is any point in the agenda that may create a conflict of interest for any Board member;  - In case there is a possibility of conflicts of interest with any item in the agenda, the concerned Board member will be required to abstain from voting. This statement will be recorded in the minutes of the Board meetings.	Low
10	Delegation and outsourcing	Certain conflicts of interest in connection with the Funds administrated by the Bank may arise due to the engagement of service providers which are affiliated with the group or owned by the Group	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A. (the Administrative Agent or the Bank) Clients of the Bank	High	For mitigating the conflicts associated, the following procedures are applied:  - The Bank will select service providers on an arm's length basis and will endeavor to contract with such service providers to provide the Fund	Low

					<p>with at least comparable services at comparable quality and costs as a third-party service provider;</p> <ul style="list-style-type: none"> <li>- The Bank may in the future invest in one or more additional service providers that may provide assistance to the Funds administrated by the Bank, which arrangements would be entered into on an arm's length basis on terms that the Bank determines to be within the customary market norms for such service providers.</li> </ul>	
11	Remuneration	The remuneration of employees of the Bank may conflict with any UCITS, AIF or other type of funds under administration	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A. (the Administrative Agent or the Bank)</p> <p>Funds under administration</p>	Medium	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- Employees of the Bank are not compensated on the basis of the performance of the funds under administration.</li> <li>- The Bank itself is not remunerated on the basis of the performance of each fund but according to the standard fees defined by the Bank for each service and as agreed with each fund and their relevant management company.</li> </ul>	Low

12	Remuneration	<p>The decision-making process in relation with the remuneration (i.e. fixed and variable) of the staff in the controls functions is performed only by the executive members of the Management, which may affect the independence of the controls functions.</p> <p>The remuneration of the staff in the controls functions is directly or indirectly linked to one or more business units they oversee and is not related to the achievement of the objectives linked to their function.</p>	<p>Mitsubishi UFJ Investor Services &amp; Banking (Luxembourg) S.A. (the Administrative Agent or the Bank)</p> <p>Staff in the controls functions</p>	Medium	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- The remuneration (fixed and variable) of the heads of each control function (i.e. compliance, risk and internal audit) is determined by the Executive Committee but is ultimately overseen by the Board of Directors. Individual amounts of bonuses or increase/decrease in the fixed remuneration are ultimately approved by the Board of Directors.</li> <li>- The variable remuneration of the staff in the controls functions is based on previous net profits generated by the Bank (and not the performance of a business unit in particular). Controls functions are only assessed based on qualitative criteria which are linked to their function and not on quantitative/financial criteria, which preserves their independence from the business activities of the Bank.</li> </ul>	Low
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13	Inducements, gifts and entertainment	An employee receives some gifts or benefits in the form of monies, goods, services or entertainment which may influence the employee in the proper performance of his/her duties or which may influence the employee to elect certain vendors to work with the Bank.	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A. (the Administrative Agent or the Bank)  Any employee of the Bank	Medium	For mitigating the conflicts associated, the following procedures are applied:  - A Personal Gift and Entertainment Policy has been defined and implemented.  - Each employee must obtain a pre-approval for the Authorized Management of the Bank before accepting any entertainment;  - A gift and entertainment log has been put in place in order to ensure that each gift, benefit is reported, recorded, assessed and approved (inter-alia that thresholds are complied with) by the Chief Compliance Officer.	Low
14	Personal transactions	Personal transactions of the Bank's employees may conflict with the interests of the funds and of its investors	Any employee of the Bank  Funds under administration/investors of such funds	High	For mitigating the conflicts associated, the following procedures are applied:  - A Personal Transaction Policy has been defined and implemented.  - Each employee of the Bank is required to disclose annually	Medium

					<p>his/her personal transactions and that they have complied with the rules defined in the Personal Transaction Policy.</p> <ul style="list-style-type: none"> <li>- Each employee is prohibited from investing in the funds which are administrated by the Bank;</li> <li>- Employees of the Bank have not the possibility to have a personal account trading at the Bank or to use systems of the Banks in order to trade for their own account.</li> </ul>	
15	Market abuse/Insider dealing	Employees of the Bank may perform trades in securities whilst being in possession of inside information, non-public information or in a way that could constitute market abuse and/or insider dealing	Any employee of the Bank Funds under administration/investors of such funds	High	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- A Market Abuse Policy has been defined and implemented;</li> <li>- Employees of the Bank are required to sign an annual acknowledgement and disclosure form to ensure that they have complied with the rules defined in the Policy and that all personal transactions have been correctly reported to the Chief Compliance Officer in due time.</li> </ul>	Medium

16	Business and operations / Late trading and market timing	<p>Investors of the funds may not be equally treated if some investors are allowed to:</p> <ul style="list-style-type: none"> <li>- Subscribe or redeem funds' shares/units after the share/unit price has been determined;</li> <li>- Switch among fund asset classes in an attempt to profit from the changes in their market outlook</li> </ul>	Investors of the funds	High	<p>For mitigating the conflicts associated, the following procedures are applied:</p> <ul style="list-style-type: none"> <li>- A Late Trading and Market Timing Procedure has been defined and is implemented;</li> <li>- Each order validated and processed after the cut/off time, as defined in the prospectus of each relevant fund, has to be submitted to a close investigation and approved by the head of department;</li> <li>- All orders processed after the cut-off time are logged along with rationale if it has been processed after the cut-off time;</li> <li>- The Compliance Department is regularly performing additional controls to ensure that the log is complete and reasons supporting the processing after the cut-off time are valid.</li> </ul>	Medium

					- Where subscriptions/redemptions orders are sent by nominees (i.e. distributors acting as nominee in the relevant fund) after the cut-off time, employee obtain the formal evidence that those orders have been received in due time by the nominee (i.e. before cut/off).	
17	Business and operations / Operational errors	One or more employees of the Bank may overlook errors to avoid paying compensation to shareholders/unitholders of the funds	One or more employees of the Bank  Investors of the funds administrated by the Bank	Medium	An Operational Error Procedure has been defined and implemented.  According to this procedure, each employee is responsible to escalate any operational error to the relevant manager of the department and to the Risk Management Department of the Bank.  A log recording all operational errors has been put in place and is maintained by the Risk Management department of the Bank.	Low

**Appendix II: Notification form in order to report/escalate conflicts of interest**

Each employee of the Bank shall use the following notification form in order to declare/escalate his/her conflicts of interest.

<p><b>Date of transmission to Chief Compliance Officer and the Authorized Management</b></p>	
<p><b>Name of the employee</b></p>	
<p><b>Name of the department</b></p>	
<p><b>Details on the Conflicts of Interest</b></p>	<p><i>. Nature of the conflict: Please mention if the conflict is either potential, perceived or actual</i></p> <p><i>. Source of the conflict: Please describe parties involved in the conflict and main rationale behind</i></p> <p><i>.Risk for the client: Please describe the main risk for the client of the Bank, if applicable. If no client is impacted by this conflict of interest, describe the main risk for the Banks, such as reputational risk.</i></p>
<p><b>Means of management of the conflict of interest</b></p>	<p><input type="checkbox"/> <b>Yes</b></p> <p><i>If yes, please describe main mitigating/preventing measure in place. Where such situation is already covered by a Policy or Procedure of the Bank, please name the Policy or the Procedure including mitigating measures in place.</i></p> <p><input type="checkbox"/> <b>No</b></p>
<p><b>Disclosure of the conflict to the client</b></p>	<p><input type="checkbox"/> <b>Yes</b></p> <p><i>If yes, please specify the date and provide evidence of the communication with the client to the Chief Compliance Officer</i></p> <p><input type="checkbox"/> <b>Not yet</b></p>

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