

Conflicts of Interest Policy

Updated as of April 2021

<u>Date</u>	<u>Version</u>	<u>Author</u>	<u>Management</u>	<u>Board</u>
Mar 2018				
Mar 2021	Update CSSF 18/698	M. Jaumot	April 2021	April 2021

Table of Contents

1	Glossary.....	3
2	Applicable regulations	3
3	Introduction	4
4	Definition.....	4
5	Purpose of the policy	4
6	Identifying conflicts of interest	4
7	Conflicts of interest log.....	5
8	Procedures for the limitation of conflicts of interests	5
9	Procedures for managing and evaluating the effectiveness of the conflicts of interest policy.....	6
10	Disclosure of conflicts of interest.....	7
11	Policy review.....	7
12	APPENDIX 1.....	8
❖	❑ Non-exhaustive list of situations that may create a conflict of interest.....	8
❖	❑ List of Conflicts of Interest occurred.....	9

1 Glossary

Term	Description
UCITS	Undertakings for Collective Investment in Transferable Securities
AIF	Alternative Investment Fund
Funds	AIF or UCITS managed by Massena Partners S.A
Massena Partners S.A	Management Company as per the definition provided by the law of the 17 December 2010 on UCITS, and hereafter “Massena Partners”
BoD	Board of Directors of Massena Partners
Senior Management or Conducting Officers	Persons who effectively conduct the business, executive members or members of the governing body
Client (s)	If not explicitly specified, this term includes Investors, AIFs, or any beneficiary of Services provided by Massena Partners
Conflict(s) of Interest	Act of pursuing his/her own interest of the interest of a particular company or Investors to the detriment of others
Persons of Interest	Shareholders, Conducting Officers, Funds Managers and Employees of Massena Partners External Service Providers to whom essential services have been delegated by Massena Partners Individuals seconded to Massena Partners under Massena Partners supervision.
Investment Committee	Investment committee established by Massena Partners
Services provided by Massena Partners	<u>Management of AIFs, UCITS, regulated and non-regulated funds</u> <u>Discretionary management of individuals accounts</u> <u>Advisory</u>
Investor(s)	The investors of the AIF
Members	Any individuals, being part of the management or employee of MASSENA PARTNERS

2 Applicable regulations

Term	Description
Luxembourg Law	Law of 17 December 2010 relating to Undertakings for Collective Investment (“UCITS Law”)
	Law of the 12 July 2013 on Alternative Investment Managers (“AIFM Law”)
Regulation	No 231/2013 of the 19 December 2012 (“AIFM Regulation”)
CSSF Circulars	CSSF Circular 10-04 of 1 st July 2013
	CSSF Circular 04/155 on compliance function
	IML Circular 98/143 on internal audit
	CSSF circular 18/698 relating to the authorisation and organisation of investment fund managers incorporated under Luxembourg law with specific provisions on the fight against money laundering and terrorist financing applicable to investment fund managers.

3 Introduction

Massena Partners S.A acting as Dual Management Company , has, as required by the Luxembourg regulatory framework in force, a conflicts of interest policy that is defined, endorsed and implemented through a detailed policy by the management.

4 Definition

A conflict of interest is a situation in which a person has a duty to more than one person or organization, but cannot do justice to the actual or potentially adverse interests of both parties. This includes when an individual's personal interests or concerns are inconsistent with the best for a customer, or when a public official's personal interests are contrary to his/her loyalty to public business.

5 Purpose of the policy

The purpose of the policy is to:

- Identify circumstances which may give rise to conflicts of interest ;
- Identify policies and best practices in place in order to limit risks of conflicts of interests
- Establish appropriate mechanisms and systems to escalate and manage actual conflicts of interest; and
- Maintain systems designed to prevent actual damage to Funds, Investors or Clients interests.

6 Identifying conflicts of interest

A "conflict of interest" may arise in the course of providing services and activities and whose existence may damage or serve the firm's or other's clients/investors interests more than another's client's interests.

Directors or employees of Massena Partners which are facing conflicts of interest should report the information to the Compliance Officer:

- Either if they have identified one conflict of interest situations listed in the record of potential conflicts of interest attached thereto (see Appendix 1);
- Either in case of doubt regarding a situation which may give rise to a conflict of interest.

The Compliance Officer maintains records of the types of situations which may give rise to a conflict of interest. These conflicts of interest are, besides conflicts reported by the employees and the Directors, identified by the Compliance Officer through control on and/or discussions with services providers, employees and clients (in particular before entering into any new relationship).

These controls and discussions made for that purpose as well as the relevant conflict mitigation measures are documented by the Compliance Officer in a record of conflicts of interest.

7 Conflicts of interest log

The Compliance Officer of Massena Partners maintains a conflict of interest log at the registered office of the management company, which should at least covers the following: :

- the description of the conflict of interest (whether potential or actual);
- the identification of the person or units concerned by the conflict of interest;
- the date on which the conflict of interest occurred or was discovered;
- the potential or actual impacts of the conflict of interest;
- the description of the envisaged solutions and chosen measures;
- where appropriate, the arrangements for informing investors.

The conflict of interest log will be submitted to the conducting officers as much as necessary and the latest log is available in the appendix 1.

At the date of the present policy, no conflict of interest has arisen from the delegation of the fund's portfolio management and the 2 portfolios managers were subject to a due diligence. Furthermore, Massena Partners does not use prime broker

8 Procedures for the limitation of conflicts of interests

In order to limit any such conflicts and to manage any conflicts which do arise, the following controls and internal procedures have been put in place:

- effective procedures to prevent or control the exchange of information between relevant persons engaged in collective portfolio management activities involving a risk of a conflict of interest where the exchange of information may harm the interest of one or more clients;
- the separate supervision of persons whose principal functions involve carrying out collective portfolio management activities on behalf of, or providing services to, clients or to investors whose interests may conflict, or who otherwise represent different interests that may conflict, including those of Massena Partners;
- the removal of any direct link between the remuneration of persons principally engaged in one activity and the remuneration of, other revenues generated by, different persons principally engaged in another activity where a conflict of interest may arise in relation to those activities;
- measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carried out collective portfolio management services;
- measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate collective portfolio management activities where such involvement may impair the proper management of conflicts of interest.

All potential conflicts of interest which have been identified are fully disclosed in the Prospectus for the Funds and all material contracts which Massena Partners enters into on behalf of the Funds contain detailed disclosure of the conflicts which may arise with all parties consenting thereto. Any disclosure made shall be clear, fair and not misleading and the disclosure shall contain sufficient detail about the relevant conflict of interest to enable the investor in the Funds or a third party contracting with the or Massena Partners to make an informed decision.

Any transactions entered into by Massena Partners on behalf of the Funds shall be consistent with the internal Policies.

Establishment of information barriers such as "Ethical Walls" which will restrict information flows between different areas within Massena Partners which are likely to generate a conflict of interest. The Ethical Walls shall be implemented where appropriate to enable Massena Partners to carry out work on behalf of the Funds without being influenced by other information held by the Group of which Massena Partners is part which may give rise to a conflict of interest.

The employees are allowed to subscribe in our in-house funds as disclosed in the legal documentation of each fund: As we refer to private equity funds with a lock-up period, no conflict of interest may arise as they are illiquid assets and the investment process can only start when fundraising is closed

Massena Partners operates a "Need to Know" approach and complies with all applicable laws in respect of the handling of confidential information that it receives from investors in the Fund. Access to such confidential information is restricted to those who have a proper requirement for the information consistent with the legitimate interests of Massena Partners or the Fund.

Massena Partners will ensure any transaction carried out with a Fund by Massena Partners shall be effected on normal commercial terms negotiated at arm's length. All transactions shall be in the best interests of the investor in the Fund.

The transactions shall be subject to:

- execution on best terms on organized investment exchanges under their rules; or
- where the above is not practical, execution on terms which the Fund/ Massena Partners, is satisfied conform to the principles outlined above.

- Service providers : where a third party provider is authorized under national laws implementing MiFID, the service provider is obligated to maintain an adequate conflicts of interest policy, take all reasonable steps to identify conflicts of interest and manage them adequately. Massena Partners will not require further reports from such third parties.

- Investment managers: where the investment manager or other third party provider is not authorized and regulated under MiFID, Massena Partners ensures that the following obligations are met on a contractual basis and the following obligations relevant to Massena Partners must also be met by such third party provider.

9 Procedures for managing and evaluating the effectiveness of the conflicts of interest policy

The conflicts of interest policy and the procedures in place apply to Massena Partners, its french branch and subsidiaries: They are reviewed on an annual basis by the Compliance Officer. Should the Compliance Officer finds that the procedures are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the fund or the shareholders are being prevented, the Directors of Massena Partners and/or Funds shall be promptly informed in order for them to take any necessary decision to ensure that in any case Massena Partners acts in the best interests of the Fund and of the shareholders and the policy and procedures shall be amended as appropriate.

10 Disclosure of conflicts of interest

Massena Partners shall report such situations to the shareholders of the Fund or any other Investors in writing and will give reasons for its decision.

11 Policy review

This policy has been approved by the board of directors and where no update is required, the policy will be applied consistently over time

12 APPENDIX 1

❖ **Non-exhaustive list of situations that may create a conflict of interest**

- Massena Partners may attain a financial gain or avoid a financial loss at the cost of one or several customers
- Massena Partners has an interest in the outcome of a service or an activity provided to the clients or of a transaction carried out on behalf of the client which is distinct from the client interest in that outcome
- Massena Partners has a financial interest or for other reasons favors a customer's or group of customer's interests over the interest of another customer
- Massena Partners conducts the same business as the client
- Massena Partners receives or will receive from a person other than the customer an inducement in relation to the service provided to the client, in the form of monies, goods or services, other than the standard commission or fee for that service.
- An employee of Massena Partners has outside business interests that conflict with the interests of the company's clients
- Massena Partners trades for its clients in a security when at the same time it has information about potential future client orders in a relation to that security
- An employee of Massena Partners has relationship that affects its independence
- Massena Partners has information in relation to distressed assets and trades these assets for one client but not others
- Massena Partners records and reports false information (misrepresenting, falsifying relevant information required to be reported to clients and external parties or used internally for decisions-making purposes) in order to derive personal benefits

❖ **List of Conflicts of Interest occurred**

Description du Conflit d'intérêt	Identification de la personne concernée par le conflit d'intérêt	La date de réalisation ou de la découverte du conflit d'intérêt	les impacts potentiels et avérés du conflit d'intérêt	La description des solutions envisagées et des mesures retenues	Le cas échéants, les modalités d'information des investisseurs
<p>Natixis Wealth Management Luxembourg (NWML) qui est détenu par le groupe BPCE (actionnaire majoritaire de Massena Partners) a été nommé Banque dépositaire de 3 fonds lancés en 2020 suite à un appel d'offre. Massena Partners est l'AIFM (société de gestion) de ces 3 fonds</p>	<p>Parmi les 5 membres du conseil d'administration de Massena Partners, 4 sont également administrateurs de NWML</p>	<p>févr.20</p>	<p>Problème de gouvernance et d'indépendance car les dirigeants de la société de gestion ne doivent pas être dirigeants ou employés de la banque dépositaire des fonds gérés par ladite société de gestion</p>	<p>L'un des administrateurs liés de la société de gestion a démissionné en février 2021</p>	<p>Les investisseurs ont été informés du lien capitalistique entre MP et NWML par email en novembre 2018</p>