



Order Execution Policy

Private and Confidential

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GPP, 101 Wigmore Street, London W1U 1QU

T: +44 207 399 9450

W: www.gpp.group

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1 Introduction

- 1.1 This document (this “**Order Execution Policy**”) sets out information and the approach of Global Prime Partners Ltd (“**GPP**”) to order handling, including providing the best possible execution result on a consistent basis.
- 1.2 The Markets in Financial Instruments Directive 2014/65/EU (“**MiFID II**”) is in force as of 3rd January 2018. The order handling and best execution requirements are contained in Articles 27 and 28, and in Articles 64 and 65 of EU Delegated Regulation 2017/565 and are transposed in the UK Financial Conduct Authority (“**FCA**”) Handbook in COBS 11.
- 1.3 MiFID II and the FCA Handbook require GPP to treat customers fairly, identify and prevent conflicts of interest and take all sufficient steps to obtain the best possible result for its Professional Clients (“client(s)”).
- 1.4 This Order Execution Policy applies only to clients that GPP has categorised as Professional Clients, as confirmed in writing to the client, and only in dealings in Financial Instruments, as defined in MiFID II.

2 Order Handling – Aggregation, Execution promptly and Fairly

- 2.1 GPP will take reasonable steps to execute client orders in a prompt, fair, and efficient manner relative to other client orders. GPP will execute comparable client orders sequentially in accordance with the time of their reception unless otherwise instructed by the clients; or the characteristics of the client order or prevailing market makes this impracticable.
- 2.2 Client orders will only be carried out in aggregation with another client order if:
- (a) the order is executed on a venue where aggregation is allowed;
 - (b) it is unlikely that the relevant aggregation of orders and transactions will work overall to the disadvantage of any client whose order is to be aggregated; and
 - (c) it has previously been disclosed to a client that their orders may be aggregated and that the effect of aggregation may work to its disadvantage in relation to a particular order.
- 2.3 GPP will allocate trades promptly and fairly. As a result of an order being aggregated, it may be carried out in the form of a block trade where permitted by the venue.

3 Scope of Best Execution

3.1 GPP apply one of two methods to a client order of a financial instrument it receives which are distinguished for the purposes of MiFID II, with a different best execution obligation for each:

(a) **Indirect Execution:** GPP may transmit a client order to a third party, standing as a matched-principal to the order to the third party, e.g. a broker or investment bank (which may include GPP's affiliates) (each a "**Broker**") for that third party to execute on behalf of GPP. This includes the situation where GPP uses an execution algorithm or smart order router (including where the order is sent to a smart order router via a direct market access "DMA" facility) that has been made available by the Broker to execute the transaction.

Best Execution Obligation: GPP must act in accordance with the best interests of clients when transmitting client orders with Brokers for execution in financial instruments on behalf of those clients, taking into account the execution factors as set out in this Order Execution Policy.

(b) **Direct Execution:** Alternatively, GPP may execute the relevant transaction for a client as a matched principal to the transaction, with another counterparty or on an exchange or other trading system (each an "execution venue"). GPP may do this, for example, by dealing directly with an execution venue on a "request for quote" basis, or by accessing an exchange or trading platform directly either as a direct member of, or participant in the exchange/trading platform, or by using DMA provided by a Broker to access the exchange or platform. If the DM facility sends the order to a smart order router before the relevant transaction touches an execution venue, such execution activity cannot be direct execution.

Note that the term "execution venue", as used in this Order Execution Policy, is intended to refer to counterparties with which GPP may execute client orders directly, as well as exchanges and other trading venues.

Best Execution Obligation: GPP must take all sufficient steps to obtain the best possible result for its clients, when directly executing client orders with, or on, an execution venue on behalf of clients, taking into account the execution factors as set out in this Order Execution Policy.

These overarching obligations to obtain the best possible result for the client are referred to by GPP as "**Best Execution**".

3.2 Best Execution is only owed to a client when GPP accepts an order to execute a transaction on behalf of that client or in other circumstances where GPP expressly agrees to accept such Best Execution obligation. GPP is typically executing a transaction on behalf of that client where GPP:

- works an order for a client;
- acts on a matched principal basis;
- executes a limit or stop loss order; or
- concludes that a client is legitimately relying on GPP (see paragraph 3.3 below).

- 3.3 When GPP provides quotes or negotiates a price with a client, on request, Best Execution shall only apply where the client is relying on GPP to obtain Best Execution. Whether or not the client is placing legitimate reliance on GPP will be assessed by applying the four-fold cumulative test published by the European Commission, which entails the consideration of the following factors:
1. which party initiates the transaction;
 2. questions of market practice and the existence of a convention to 'shop around';
 3. the relative levels of price transparency within a market; and
 4. the information provided by GPP and any agreement reached.

Where the consideration of the above factors leads GPP to conclude that the client is not legitimately relying on GPP, then Best Execution will not apply.

- 3.4 Where a client provides GPP with a specific instruction relating to the execution of a client order, Best Execution will be applied in accordance with Section 8 below.
- 3.5 This Order Execution Policy and the Best Execution obligations within it only apply to client order in financial instruments under MiFID II. The relevant Asset Classes of financial instruments which GPP may execute (directly or indirectly) are set out in Appendix 2.
- 3.6 This Order Execution Policy does not apply to orders from or transactions with Eligible Counterparties.
- 3.7 Details of order handling policies relating to each financial instrument are outlined in Appendix 2.

4 Best Execution and Relevant Factors

- 4.1 GPP has policies and procedures which are designed to obtain the best possible execution result on a continual basis, subject to and taking into account the financial instrument subject to the order, the nature of the order, the execution venues or Brokers available to GPP for such financial instruments and the priorities the client places on GPP executing those orders. For the avoidance of doubt, an order is an instruction to buy or sell a financial instrument which is accepted by GPP for execution or onward transmission to an executing broker and which gives rise to a contractual or agency obligation to the client. Implicit in the instruction received, will be the understanding that the client is relying on GPP to protect its interests in relation to the pricing or other aspects of the transaction that may be affected by how GPP or the entity to which the order is transmitted executes the order.
- 4.2 The execution factors specified by MiFID and COBS 11 are:
- price;
 - costs;
 - speed;
 - likelihood of execution and settlement;
 - size;
 - nature; or
 - any other consideration relevant to execution of the client order (for example, the minimisation of the potential market impact of the execution of the client order).
- 4.3 The relative importance of the execution factors must be determined by reference to the execution criteria which are:
- the characteristics of the client;
 - the characteristics of the client order;
 - the characteristics of the Instrument Class(es) that is/are the subject of that client order; and
 - the characteristics of the Brokers and/or execution venues to which that client order can be directed.
- The choice of execution venue will be determined in relation to the prioritisation of the execution factors.
- 4.4 GPP will generally give price a higher relative importance when obtaining the best possible result for orders executed on behalf of the client. However, GPP may also take into consideration a range of different factors, including the need for timely execution, the availability of price improvement, the liquidity of the market (which may make it difficult to execute an order), potential price impact on the market, the size of the order, the nature of the financial transaction (including whether or not such transactions are executable on a regulated market, over-the-counter, or both) and the quality and cost effectiveness of any related clearing and settlement facilities.

4.5 GPP will determine the importance of the execution factors for each financial instrument as set out in Appendix 2 by using its commercial judgement and experience in light of the market information available to it, in support of the best possible outcome for its clients.

5 Execution Venues and brokers

- 5.1 This Order Execution Policy includes, for each financial instrument in which GPP executes orders on behalf of its clients, those execution venues that GPP consider enables it to obtain on a consistent basis Best Execution. The possible execution venues for each product: regulated markets, multilateral trading facilities, third party systematic internalisers, market makers and other liquidity providers. These are listed in Appendix 2.
- 5.2 For exchange traded products GPP will generally execute client orders on the relevant exchange via direct market access provided by a third party participant which is a member. Due to the nature of some of the markets on which GPP's clients effect transactions, the execution venues chosen by GPP for executing orders are often product driven and there may only be limited venues for the execution of the products.
- 5.3 The selection of execution venues as specified in Annex 2 for a particular Asset Class, GPP has taken care to select those execution venues that, in GPP's view, enable it to obtain on a consistent basis the best possible results for clients. When selecting execution venues for direct execution, GPP may take into account the following qualitative factors (amongst others):
- Order type functionality of the execution venue
 - Transparency (e.g. lit, dark) of the execution venue
 - Clearing schemes
 - Circuit breakers
 - Scheduled auctions
 - Liquidity analysis
 - Toxicity analysis
 - Reversion analysis
 - Market share
 - Breadth of market coverage
 - Reputation, financial strength and stability
 - Willingness to execute difficult transactions
 - Access to liquidity
 - Ongoing reliability
 - Overall costs of a trade including commissions, mark-ups, markdowns or spreads
 - Anonymity of trading activity
 - Licensed, as required, to execute the type of transaction
- 5.4 GPP may access one or more of the following types of venues when executing a client order on its behalf:
- a regulated market ("RM");
 - a multilateral trading facility ('MTF');
 - an organised trading facility ("OTF");
 - a systematic internaliser ("SI");

- other liquidity providers, e.g. market makers acting as principal;
 - inter-dealer brokers;
 - unrelated third parties performing similar functions; and
 - equivalent third country venues to the above.
- 5.5 There may be one or more trading methods or execution venues to fill one order and steps are taken to ensure that GPP does not structure or charge commissions in such a way as to discriminate unfairly between execution venues.
- 5.6 Subject to applicable local laws and regulations, GPP may seek to execute all or part of an order by netting/crossing it 'internally' with a matching order from another client if GPP believes that it can trade to the advantage of one or more clients provided no client is disadvantaged.
- 5.7 GPP may satisfy the requirement to disclose the identity of its execution venues where it executes on a Regulated Market, even though it might actually direct client orders to a limited subset of market makers that are active on that market, or give priority to a subset of available market makers.
- 5.8 In certain products within Asset Classes, there may be only one execution venue and in executing a trade in such circumstances GPP will presume that it has provided the best possible result in respect of these types of products.
- 5.9 This Order Execution Policy includes, for each financial instrument in which GPP transmits orders to Brokers for execution, those Brokers that GPP consider enables it to obtain on a consistent basis Best Execution. GPP may transmit client orders to Brokers (which may be located outside of the EEA and/or could be affiliates of GPP) for execution. In which case GPP will either determine the ultimate execution venue and instruct the other Broker accordingly, or GPP will satisfy itself that the Broker has arrangements in place to enable it to comply with its Best Execution obligations to its clients.
- 5.10 Access to a new execution venue or product is subject to GPP's internal policies, which is subject to review, approval and oversight by the Executive Team in accordance with Section 11 below.
- 5.11 GPP will also take steps to structure or charge GPP's commissions in such a way as to not discriminate unfairly between execution venues and Brokers.

6 Choosing Between Indirect and Direct Execution

- 6.1 Once a client order has been received, the relevant trader will decide whether to place the client order with a Broker or to attempt to execute the transaction directly. This decision will be made having regard to the relative importance of the execution factors for the Asset Class in question.
- 6.2 For some Asset Classes, there will likely be no choice, for equities transactions, the transactions may be executed by placing an order with a Broker who is a member of the relevant exchange or may - having regard to the execution factors - be executed directly.

7 Types of Transactions where Best Execution has Limited Scope

- 7.1 In some cases the application of Best Execution may be limited by the nature of the order given by the client. Although Best Execution technically applies, there may be little or nothing against which to compare the transaction.

8 Specific Instructions

- 8.1 Where a client gives specific instructions to GPP, including specifying the characteristics of a bespoke product, either relating to an order or a particular aspect of an order, GPP will take all sufficient steps to obtain the best result in accordance with those instructions. GPP will fulfil its Best Execution obligations in line with this Order Execution Policy in respect of other parts or aspects of the client order(s) which are not covered by the specific instruction. Specific instructions may prevent GPP taking the steps that it has implemented to obtain Best Execution of the order (or part thereof).
- 8.2 Where a client chooses to execute an order via GPP's DMA capabilities, the client will select parameters of the trade (such as price, the counterparty, the venue, the timing, the size and nature of interaction with the selected execution venue). In such a case, GPP, while acting on behalf of a client in providing the DMA service, will be treated as having satisfied its Best Execution obligations and the client will be treated as having given specific instructions for the entirety of the order by means of the DMA system.
- 8.3 Where a client privately negotiates a trade with a third party and asks GPP to register both sides of the trade on a regulated market, GPP will not owe any Best Execution obligations to the client. Where a client asks GPP to find a buyer or seller to a block trade, where the client has determined that the financial instrument, size and price, GPP's role is limited to finding a buyer or seller on terms determined by the client and registering the trade on a regulated market.

9 Mandatory trading obligation and orders executed off a trading venue

- 9.1 When GPP executes client orders there are some circumstances where the transaction will be subject to the mandatory trading obligation for shares under Articles 23 of EU Regulation 600/2014 (“MiFIR”). If this applies GPP will be required to execute the transaction on a trading venue (or a systematic internaliser for shares). For shares this means GPP can execute trades on a regulated market or an MTF. GPP may also execute trades with a systematic internaliser and on an equivalent third country venue, subject to certain requirements being met. For shares this includes an obligation, where GPP has transmitted a client order to a Broker outside the EEA, to ensure the ultimate execution complies with the mandatory trading obligation. For derivatives subject to mandatory trading GPP may only execute client orders on a regulated market, an MTF or an OTF or an equivalent third country venue.
- 9.2 Subject to the mandatory trading obligation, GPP may execute trades outside a trading venue. When executing client orders off a trading venue GPP will consider the best interests of its clients when selecting counterparties and Brokers. This will include a consideration of the type of client and the service that is in their interests, as well as consideration of the type of instrument being executed.
- 9.3 GPP will obtain the client’s prior express consent before proceeding to execute their client order(s) outside a trading venue. Consent may be obtained either in the form of a general agreement or in respect of individual transactions.
- 9.4 There can be consequences that come from the fact that GPP executes client orders outside a RM, MTF or OTF. Clients may request additional information from GPP about the consequences of its executing in this way outside a trading venue, either generally or for specific transactions.

10 Fees, Commissions and Mark-Ups

- 10.1 GPP will charge commission or mark-ups for the execution services it provides for clients. In cash equities, fees will take the form of pre-agreed commissions.
- 10.2 GPP will not structure or charge commissions in a way as to discriminate unfairly between execution venues.
- 10.3 In Request for Quote (“RFQ”) driven markets, like Fixed Income and foreign exchange, GPP will charge a spread between where it may buy a financial instrument and where it may sell the same instrument.
- 10.4 GPP will ensure that mark-ups and spreads charged on transactions where best execution is owed are reasonable, not excessive and will be within a range that it considers reasonable for the product type, tenor and size of the trade. This does not mean that commissions and mark-ups will be exactly the same for all clients.
- 10.5 GPP will not seek to benefit from clients through asymmetric price movements e.g. where GPP may pass on any adverse price movements to the client while retaining for itself any movement in the client’s favour.
- 10.6 Pricing offered to clients may be reflective of an array of factors, including, but not limited to:
- client’s relationship with GPP;
 - client type;
 - product being sold;
 - size of transaction;
 - current market conditions;
 - client’s credit worthiness;
 - competitive landscape; and
 - potential risk to GPP

11 Monitoring and Review

- 11.1 GPP will monitor the effectiveness of its execution arrangements, including the appointment and selection of affiliates and executing brokers, and the Order Execution Policy and assess on a regular basis whether the execution venues it has selected provide the best possible result for orders it executes on behalf of clients.
- 11.2 GPP will undertake enhanced monitoring where potential conflicts of interest have been identified, which may include focussed surveillance of the trading business conducted and all means of communication between client and GPP.
- 11.3 GPP will monitor, on a regular basis, the effectiveness of this Order Execution Policy and the execution arrangements within it in order, in particular the execution quality of the Brokers and execution venues identified in this Order Execution Policy, to identify and where appropriate correct any deficiencies.
- 11.4 GPP assesses on a regular basis whether the execution venues and Brokers it accesses allow it to achieve Best Execution on a consistent basis or whether GPP needs to make changes to its execution arrangements.
- 11.4 The monitoring process will involve a periodic review by Compliance of transaction execution data to ascertain whether the best possible result was obtained in respect of those transactions.
- 11.5 If compliance concludes that there is evidence of the best possible result not being achieved, compliance will also record (if applicable) whether this is because the relevant members of staff are failing to follow this Order Execution Policy (e.g. using a Broker or execution venue that is not listed for the relevant Asset Class) or because of a deficiency in this Order Execution Policy (e.g. the track record of the relevant Broker or execution venue indicates that it should no longer be included in it). Compliance may make changes to this Order Execution Policy depending upon the outcome of the monitoring process.
- 11.6 GPP will review its Order Execution Policy and its order execution arrangements at least annually or whenever a material change occurs. What is material will depend on the nature and scope of any change. The reviews will be supervised by Compliance and this requirement has been incorporated into GPP's Compliance Monitoring programme. GPP will also notify clients of any material changes to its order execution arrangements or the Order Execution Policy.
- 11.7 The review will focus on whether GPP would obtain better results for clients if it were to:
- include additional or different execution venues or Brokers (for the relevant Asset Class);
 - assign a different relative importance to the execution factors (for the relevant Asset Class);
 - or
 - modify any other aspects of this Order Execution Policy and/or its execution arrangements.

- 11.8 In undertaking this review, GPP will take into account: (i) the information required to be published annually by execution venues on the quality of execution of transactions on that venue pursuant to Commission Delegated Regulation 2017/575 (ii) any commentary on the quality of executions published by execution venues and Brokers pursuant to their obligations under Commission Delegated Regulation 2017/576/EU; and (iii) transaction cost analysis data available via LiquidMetrix.
- 11.9 At the request of a client, GPP will provide a written explanation of how GPP has executed their orders in accordance with this Order Execution Policy and deal with such requests in a timely manner.

12 Consent

- 12.1 Under MiFID II, GPP is required to obtain client consent to a firms order handling policy and expressly consent to execute their orders outside a regulated market or MTF. When you agree to GPP's client agreements, you will have consented to the terms of the Order Execution Policy (as amended from time to time) and provided your express consent to GPP executing orders outside a regulated market or MTF.

13 Escalation

13.1 Questions about this Policy should be directed to GPP Compliance team compliance@gpp.group

14 Publication

14.1 This Policy is:

- published on GPP's website at <https://www.gpp.group/order-execution> or at a prominent location accessible to clients;
- available to clients upon request; and
- provided to competent regulators as may be required.

Appendix 1 – Policies by Asset Class

A. Equities

- A.1 The trading desk in London receive and execute orders on global markets via DMA provided by third parties or with direct electronic access with executing brokers who are believed to have expertise and the required understanding of GPP's objectives and its Best Execution obligations.
- A.2 GPP can act in an agency capacity or a matched principal capacity (riskless principal). The process by which the decision as to the appropriate venue on which to execute any order will depend on the capacity in which GPP will act, the number of securities involved, the percentage of average daily volume that the trade represents, the available liquidity in the stock at the time, or any other factor deemed relevant by GPP's brokers.
- A.3 GPP will act in a matched principal basis in relation to exchange traded funds which will result in the execution of a buy or sell order on a regulated market. Markets will be accessed through third party brokerage firms.
- A.4 If an executing broker is used, brokers will be selected on their pricing, liquidity capability, clearance and settlement capabilities, quality of service, access to markets, credit worthiness and financial stability in accordance with GPP's pre-selection process.

B. Fixed Income

- B.1 Transactions are generally, but not exclusively, executed over-the-counter (bilaterally arranged trades) for Eurobonds with approved counterparties. In most instances, competitive quotes are sought from two or more inter-dealer brokers, but for larger transactions and/or transactions in less liquid markets, a single counterparty may be approached on the basis of that counterparty's

suitability for the transaction, especially in the cases where to approach multiple counterparties may be detrimental to clients' interests.

- B.2 GPP's Fixed Income trading desk take into account a range of factors in deciding where and how to execute an order to obtain the best possible result for a client. Consistent liquidity and price are normally the most important factors in this decision

C. Foreign Exchange

- C.1 FX spot transactions are not a MiFID II instrument and as such are out of scope for Best Execution obligations.

Appendix 2 – Execution Venues and Brokers

A. List of Execution Venues by Asset Class

Asset Class	Execution Venue
Equities	<p>Instinet, Nomura, CITI, KCG, MS, Maybank, BTIG, Redmayne Bentley, BNY, Panmure Gordon – via SMART Order Routers.</p> <p>Market Makers, SI's and OTF's: Winterflood, Peel Hunt, Link, ICAP, Stifel, Cantor, Shore Capital</p>
Fixed Income	<p>Market Makers, SI's and OTF's: Nomura, Commerz, IMI, BNY, CS , CS Private Bank, UBS, Jefferies, Stifel, BGC, Tullet, Nykredit, Mediobanca, Lloyds, Cantor</p> <p>MTF's: Bloomberg MTF, Marketaxess</p>
Foreign Exchange	BNY

B. List of Brokers by Asset Class

Asset Class	Executing Broker
Equities and Fixed Income	Via a Smart Order Router; Nomura, Citi, Barclays