

# **VPR SAFE FINANCIAL GROUP LTD**

## **PILLAR III DISCLOSURES**

According to Directives DI144-2014-14 and DI144-2014-15 of the Cyprus Securities & Exchange Commission for the prudential supervision of investment firms and Part Eight of Regulation (EU) No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms

**YEAR ENDED 31 DECEMBER 2018**

**April 2019**

**CONTENTS**

1. Overview .....	4
1.1 CIF Information .....	4
1.2. Scope of application .....	5
1.3. Pillar III Regulatory framework .....	6
1.3.1. Overview .....	6
1.3.2. Disclosure Policy: Basis and Frequency of Disclosure / Location and verification ..	6
1.4. Risk management objectives and policies .....	8
1.4.1. Risk Management Framework .....	9
1.4.1 Risk Appetite Statement.....	10
1.4.3 Risk Culture .....	11
1.4.4. Capital Requirements .....	11
1.5. Declaration of the Management Body .....	13
2. Corporate Governance and Risk Management .....	14
2.1. Organisational Structure .....	14
2.2. The Board of Directors .....	14
2.3. Number of Directorships held by members of the Board.....	15
2.4. Policy on Recruitment .....	15
2.5. Policy on Diversity .....	16
2.6. Governance Committees.....	16
2.7. Other Governance Functions .....	17
2.8 Information flow on risk to the management body .....	19
3. OWN FUNDS.....	20
3.1. Tier 1 & Tier 2 Regulatory Capital .....	20
3.2. Main features of Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments.....	22
3.3. Balance Sheet Reconciliation .....	23
4. Compliance with the Regulation and the overall Pillar II Rule.....	24
4.1. Internal Capital .....	24
4.2. Approach to assessing adequacy of Internal Capital .....	24
5. Pillar I Capital Requirements .....	26
5.1. Credit Risk.....	26
5.1.1. Credit Risk Adjustments .....	26
5.1.2. Credit Risk – Risk Weighted Assets .....	27
5.1.3. Credit Risk – Analysis of Average exposures and total amount of exposures after accounting offsets.....	27

5.1.4. Credit Risk – Risk Weighted Assets by Geographical distribution of the exposure classes.....	28
5.1.5. Credit Risk – Distribution of exposures by industry.....	29
5.1.6 Residual maturity broken down by exposure classes.....	29
5.2. Use of ECAIs.....	30
5.3. Market Risk .....	31
5.3.1. Foreign Exchange Risk .....	31
5.3.2. Interest Rate Risk .....	32
5.5.3. Equity Risk.....	32
5.5.3. Commodities Risk.....	33
5.6. Operational Risk .....	33
6. Leverage Ratio.....	35
7. Other Risks .....	36
7.1. Concentration Risk .....	36
7.2. Reputation Risk .....	37
7.3. Strategic Risk.....	37
7.4. Business Risk.....	37
7.5. Capital Risk Management .....	37
7.6. Regulatory Risk .....	38
7.7. Legal and Compliance Risk.....	38
7.8. IT Risk .....	39
7.9. Risk Reporting.....	39
7.10. Liquidity Risk.....	39
7.11. Conduct Risk .....	39
8. Remuneration policy.....	41
8.1. Remuneration System.....	41
8.2. Link between the pay and performance.....	43
8.3. Remuneration of Senior Management Personnel and Directors .....	43

## 1. OVERVIEW

### 1.1 CIF Information

The Company obtained a Cyprus Investment Firm (CIF) licence from the Cyprus Securities and Exchange Commission (CySEC), CIF licence No. 236/14 on 3 June 2014 and it was activated on 2 September 2014.

The Company has amended its license extension to include the investment service of “*Dealing on Own Account*” on 9<sup>th</sup> November 2018.

Following the extension of the licence, the Company is categorised as “**Full Scope**” CIF (under Article 4(2) of the CRR) with minimum/initial capital requirement of €730,000 requiring to maintain minimum total capital ratio 8% + additional capital buffers.

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

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

		Investment Services and Activities								Ancillary Services						
		1	2	3	4	5	6	7	8	1	2	3	4	5	6	7
<b>Financial Instruments</b>	<b>1</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>2</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>3</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>4</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>5</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>6</b>	✓	✓	✓	-	-	-	-	-	✓	-	-	✓	-	-	-
	<b>7</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>8</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>9</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>10</b>	✓	✓	✓	-	-	-	-	-	✓	-			-		-
	<b>11</b>	-	-	-	-	-	-	-	-	-	-			-		-

The Company is authorised to provide the following **Investment Services**, in accordance with Part I of the First Appendix of the Law 87(I)/2017, as amended:

1. Reception and transmission of orders in relation to one or more financial instruments
2. Execution of orders on behalf of clients
3. Dealing on own account

The Company is authorised to provide the following **Ancillary Services**, in accordance with Part II of the First Appendix of the Law 87(I)/2017, as amended:

1. Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management.
2. Foreign exchange services where these are connected to the provision of investment services.

The Company is authorised to provide the aforementioned investment and ancillary services, as applicable for each service, for the following Financial Instruments, in accordance with Part III of the First Appendix of the Law 87(I)/2017, as amended:

1. Transferable Securities
2. Money Market Instruments
3. Units in Collective Investment Undertakings
4. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash.
5. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event).
6. Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market or/and an MTF
7. Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point 6 of Part III and not being for commercial purposes, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are cleared and settled through recognised clearing houses or are subject to regular margin calls
8. Derivative instruments for the transfer of credit risk
9. Financial contracts for differences
10. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates, emission allowances or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event), as well as any other derivative contract relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Part, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market or an MTF, are cleared and settled through recognised clearing houses or are subject to regular margin calls.

## **1.2. Scope of application**

The Company is publishing the disclosures on an individual (solo) basis. The Pillar III disclosures is prepared in accordance with the Pillar 3 disclosure requirements as laid out in Part Eight of the Regulation No. 575/2013 (CRR) and Capital Requirement Directive IV

The report is based on the Annual Reports and Financial Statements which are prepared in accordance with International Financial Reporting Standards (IFRS) and the provisions of the Cyprus Company Law, Cap. 113.

### 1.3. Pillar III Regulatory framework

#### 1.3.1. Overview

This Pillar III report (the ‘Report’) has been prepared in accordance with Section 4 (Paragraph. 32) of the CySEC Directive DI144-2014-14 of 2014 (the “Directive”) for the prudential supervision of investment firms which implements the Regulation 575/2013 (the “Regulation” or “CRR”) and the European Directive 2013/36/EU (the “European Directive” or “CRD IV”), as well as the relevant provisions of new Law 87(I)/2017 (hereinafter, the “Law”), as amended. It is noted that the Law 144(I)/2007 has been replaced by Law 87(I)/2017, for the purpose of harmonization with European Directive 2014/65/EU (“MIFID II”) which applies to Cypriot investment firms (CIFs), market operators, data reporting service providers (DRSP), and third-country firms providing investment services or activities through the establishment of a branch in the Republic.

The CRR establishes the prudential requirements for capital, liquidity and leverage that entities need to abide by. Furthermore, CRR introduces significant changes in the prudential regulatory regime applicable to institutions including amended minimum capital ratios, changes to the definition of capital and the calculation of risk weighted assets and the introduction of new measures relating to leverage, liquidity and funding. Additionally, CRR permits a transition period for certain of the enhanced capital requirements and certain other measures, such as the leverage ratio, which are not expected to be fully implemented until 2018. CRR is immediately binding on all EU member states. CRD IV governs access to internal governance arrangements including remuneration, Board of Directors (the “Board”) composition and transparency.

The Regulatory framework consists of a three “Pillar” approach:

- **Pillar I** - Establishes minimum capital requirements, defines eligible capital instruments, and prescribes rules for calculating RWA for credit risk, market risk and operational risk.  
**Pillar II** – Requires firms and supervisors to take a view on whether a firm should hold additional capital against: risks considered under Pillar I that are not fully captured by the Pillar I process (e.g. credit concentration risk), risks not taken into account by the Pillar I process (e.g. interest rate risk in the banking book, business and strategic risk) and factors external to the firm (e.g. business cycle effects). Pillar II connects the regulatory capital requirements to the Company’s Internal Capital Adequacy Assessment Process (“ICAAP”) and to the reliability of its internal control structures. The function of Pillar II is to provide communication between supervisors and institutions on a continuous basis and to evaluate how well the institutions are assessing their capital needs relative to their risks. If a deficiency arises, prompt and decisive action is taken to restore the appropriate relationship of capital to risk.
- **Pillar III** - Market Discipline requires the disclosure of information regarding the risk management policies of the Company, as well as the results of the calculations of minimum capital requirements, together with concise information as to the composition of original own funds.

#### 1.3.2. Disclosure Policy: Basis and Frequency of Disclosure / Location and verification

The Company has a formal policy, approved by the Board, which details its approach in complying fully with the Pillar 3 disclosure requirements as laid out in Part Eight of the CRR.

According to the Directive, the risk management disclosures should be included in either the financial statements of the CIFs if these are published, or on their websites. The Pillar III disclosure requirements are contained in Articles 431 to 455 of the Regulation. In addition, these disclosures must be verified by the external auditors of the CIF. The CIF will be responsible to submit its external auditors' verification report to CySEC. The Company has included its risk management disclosures as per the Directive on its website as it does not publish its financial statements. Verification of these disclosures has been made by the external auditors and sent to CySEC.

The Regulation provides that institutions may omit one or more disclosures, if such disclosures are not regarded as material, except for the following disclosures:

- Regarding the policy on diversity with regard to selection of members of the management body, its objectives and any relevant targets set out in that policy, and the extent to which these objectives and targets have been achieved (*Article 435 (2) (c)* of CRR).
- Own funds (*Article 437* of CRR).
- Remuneration policy (*Article 450* of CRR).

Materiality is based on the criterion that the omission or misstatement of information would be likely to change or influence the decision of a reader relying on that information for the purpose of making economic decisions. Where the Company has considered a disclosure to be immaterial, this was not included in the document.

#### Disclosures and Confidential Information

The Regulation also provides that institutions may omit one or more disclosures, if such disclosures are regarded as confidential or proprietary. The CRR defines proprietary as if sharing that information with the public would undermine its competitive position. It may include information on products or systems which, if shared with competitors, would render an institution's investments therein less valuable.

Information is regarded as confidential if there are obligations to customers or other counterparty relationships binding an institution to confidentiality. Under the light of the above, the Company avoided to disclose such confidential information in this report.

#### Frequency

The Company's policy is to publish the disclosures required on an annual basis. The frequency of disclosure will be reviewed should there be a material change in approach used for the calculation of capital, business structure or regulatory requirements.

#### Medium and location of publication

Institutions may determine the appropriate medium, location and means of verification to comply effectively with the disclosure requirements. In this respect, the Company's Pillar III disclosures are published on the Company's websites:

- [www.alvexo.com](http://www.alvexo.com);
- [www.alvexo.fr](http://www.alvexo.fr);
- [www.alvexo.eu](http://www.alvexo.eu);
- [www.alvexo.ae](http://www.alvexo.ae);

- [www.academy.alvexo.com](http://www.academy.alvexo.com);
- [www.academy.alvexo.fr](http://www.academy.alvexo.fr);
- [www.m.alvexo.com](http://www.m.alvexo.com);
- [www.m.alvexo.fr](http://www.m.alvexo.fr);
- [www.m.alvexo.ae](http://www.m.alvexo.ae);
- [www.alvexo.de](http://www.alvexo.de);
- [www.m.alvexo.de](http://www.m.alvexo.de);
- <https://academy.alvexo.de/>;
- [www.alvexo.it](http://www.alvexo.it);
- [www.m.alvexo.it](http://www.m.alvexo.it);
- [www.academy.alvexo.it](http://www.academy.alvexo.it)

### Verification

The Company's Pillar III disclosures are subject to internal review and validation prior to being submitted to the Board for approval. The Company's Pillar III disclosures have been reviewed and approved by the Board. In addition, the Remuneration disclosures have been reviewed by the Risk Manager.

### **1.4. Risk management objectives and policies**

To ensure effective risk management, the Company has adopted the Three Lines of Defence model, with clearly defined roles and responsibilities.

First Line of Defence: Managers are responsible for establishing an effective control framework within their area of operation and identifying and controlling all risks so that they are operating within the organisational risk appetite and are fully compliant with Company's policies and where appropriate defined thresholds. First Line of Defence acts as an early warning mechanism for identifying (or remedying) risks or failures.

Second Line of Defence – The Risk Management Function is responsible for proposing to the Board appropriate objectives and measures to define the Company's risk appetite and for devising the suite of policies necessary to control the business including the overarching framework and for independently monitoring the risk profile, providing additional assurance where required. The Risk Management Function will leverage their expertise by providing frameworks, tools and techniques to assist management in meeting their responsibilities, as well as acting as a central coordinator to identify enterprise wide risks and make recommendations to address them. Integral to the mission of Second Line of Defence is identifying risk areas, detecting situations/activities, in need of monitoring and developing policies to formalise risk assessment, mitigation and monitoring.

Third Line of Defence - Comprises by the Internal Audit Function which is responsible for providing assurance to the Board on the adequacy of design and operational effectiveness of the systems of internal controls. Internal Audit undertakes on-site inspections/visits to ensure that the responsibilities of each Function are discharged properly (i.e. soundly, honestly and professionally) as well as reviews the Company's relevant policies and procedures. Internal Audit works closely with both the First and Second Lines of Defence to ensure that its findings and recommendations are taken into consideration and followed, as applicable.



## The Three Lines of Defense Model



### 1.4.1. Risk Management Framework

Managing risk effectively in a Company operating in a continuously changing risk environment requires a strong risk management culture. As a result, the Company has established an effective risk oversight structure and the necessary internal organisational controls to ensure that the Company undertakes the following:

- The adequate risk identification and management
- The establishment of the necessary policies and procedures
- The setting and monitoring of the relevant limits and
- Compliance with the applicable legislation

The Board meets on a regular basis, and receives updates on risk and regulatory capital matters from management. The Board reviews regularly (at least annually) written reports concerning compliance, risk management and internal audit policies, procedures and work as well as the Company's risk management policies and procedures as implemented by Management.

As part of its business activities, the Company faces a variety of risks, the most significant of which are described further below. The Company holds regulatory capital against three all-encompassing main types of risk: credit risk, market risk and operational risk.

#### Risk Policy Statement (PS-01-2019)

The Policy Statement (PS-01-2019), provides public guidance on CySEC's approach on the risk management arrangements of those Cypriot Investment Firms ("CIFs") providing investment services and/or performing investment activities in financial contract for differences ("CFDs").

The European Securities and Markets Authority (ESMA) has adopted new intervention measures on the provision of CFDs including the Negative Balance Protection (NBP)

Requirement for protecting retail clients exposed to the consequences of trading in CFD. The purpose of this arrangement is to ensure that the maximum loss for the clients from trading CFDs never exceeds the client's available funds in the specific amount when the "margin close-out protection" cannot be effectively applied. Following the implementation of the ESMA decision and following a market-wide review of CFD CIFS, the Cyprus Securities and Exchange Commission (CySEC) has imposed Risk Management Transferring Arrangements in order to enhance the market structure for CFD CIFS and monitor the compliance with the new requirements.

Further to the above, all CFD CIFS operating under a Full Scope Licence are required to maintain an additional of CET 1 Capital of either a) €2.000.000, or b) 2% of their total risk exposure, whichever is higher unless they collaborate and have in place Liquidity and Contractual Arrangements with entities (Credit Institutions or Investment Firms) domiciled in a third country listed in Annex I of the Commission Implementing Decisions (EU) 2016/230 and/or EEA regulated entities and/or entities domiciled in a member of G20.

The Company is not required to restructure its LP Contractual Arrangements since it is categorised as a Full Scope CFD CIF. Moreover, the Company maintains contractual agreements with solely EU entities and as such is not required to hold additional capital as per the provisions of the Policy Statement.

## **Recovery and Resolution Plan**

According to the Paragraph 4 of the Directive DI144-14-2014, CIFs must put in place, recovery plans for the restoration of their financial situation following a significant deterioration, and resolution plans. In additions, CIFs shall cooperate closely with resolution authorities and must provide them with all information necessary for the preparation and drafting of viable resolution plans.

### **1.4.1 Risk Appetite Statement**

Risk Appetite is the amount and type of risk that the Company is able and willing to accept in pursuing its business objectives. Risk appetite is expressed in both quantitative and qualitative terms and covers all risks, both on-balance sheet and off-balance sheet.

An effective risk appetite statement is empowering in that it enables the decisive accumulation of risk in line with the strategic objectives of the Company while giving the Board and management confidence to avoid risks that are not in line with the strategic objectives.

The Company has established a robust Risk Appetite Framework. The Board approves the Risk Appetite which defines the type and amount of risk that the Company is prepared to accept to achieve its objectives. Risk Appetite covers three primary areas:

**Table 1– Risk Appetite areas**

<b>Risk Area</b>	<b>Risk Types</b>
Financial	<ul style="list-style-type: none"> <li>• Credit Risk</li> <li>• Market Risk</li> <li>• Liquidity Risk</li> </ul>
Reputational	<ul style="list-style-type: none"> <li>• Conduct Risk</li> <li>• Customer Risk</li> <li>• Regulatory Risk</li> <li>• External reputational Risk</li> </ul>
Operational & People	The risk associated with the failure of key processes or systems and the risks of not having the right quality and quantity of people to operate those processes

The Risk Appetite framework has been designed to create links to the strategic long term plan, capital planning and the Company’s risk management framework.

### 1.4.3 Risk Culture

Risk culture is a critical element in the Company’s risk management framework and procedures. Management considers risk awareness and risk culture within the Company as an important part of the effective risk management process. Ethical behaviour is a key component of the strong risk culture and its importance is also continuously emphasised by the management.

The Company is committed to embedding a strong risk culture throughout the business where everyone understands the risks they personally manage and are empowered and qualified to take accountability for them. The Company embraces a culture where each of the business areas is encouraged to take risk-based decisions, while knowing when to escalate or seek advice.

### 1.4.4. Capital Requirements

#### Regulatory Capital Buffers

CRD IV is transposed into national laws, which allows national regulators to impose additional capital buffer requirements. Based on the provisions of the Macroprudential oversight of Institutions Law of 2015 which came into force on 1 January 2016, the Central Bank of Cyprus (the “CBC”) is the designated Authority responsible for setting the macroprudential buffers that derive from the CRD IV.

Further to the above, the Macroprudential Authority has decided to activate the capital conservation buffer (the “CCB”) having exercised its power. The CCB will be phased-in gradually, starting from 1 July 2016 at 0.625% and increasing by 0.625% every year thereafter, until being fully implemented (2.5%) on 1 January 2019. The Company was obliged to maintain a 1.875% CCB in addition to the CET1 capital maintained for the year 2018 to meet the own funds requirement imposed by Article 92 of the CRR while for the year 2019 the Company is required to maintain a 2.5% CCB in addition to the CET1 capital buffer.

According to paragraph 52(2) of the Directive, the Macroprudential Authority may exempt small and medium sized CIFs from holding an institution specific CCyB, in addition to their

CET 1 Capital. The Company is obligated to maintain an institution specific CCyB until the next CBC's assessment is made.

In accordance with the provisions of this law, the CBC sets, on a quarterly basis, the Countercyclical Capital Buffer (the "CCyB") level in accordance with the methodology described in this law. The CCyB is effective as from 1 January 2016 and is determined by the CBC ahead of the beginning of each quarter. The CBC has set the level of the CCyB rate for Cyprus at 0% for 2018.

In addition, full scope CIFs are required to maintain an institution specific CCyB equivalent to their total risk exposure amount multiplied by the weighted average of the countercyclical buffer rates. At present, based on ESRB and BIS website, the countries that have adopted a positive countercyclical capital buffer rate are as shown in the map below:



The institution specific CCyB rate of the Company for 31 December 2018 was 0.075%.

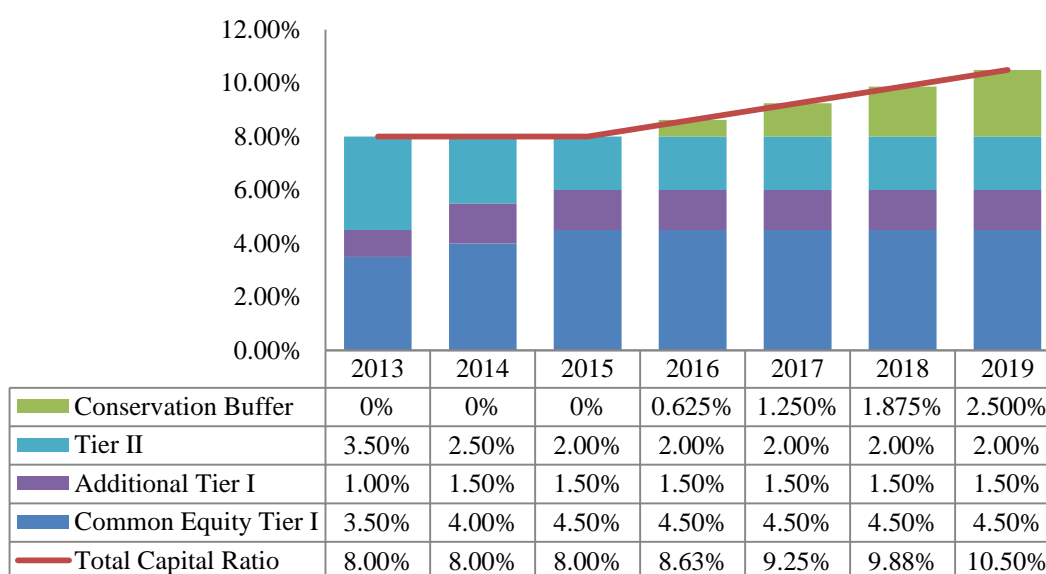
The Macroprudential Oversight of Institutions Law, 2015, also requires the maintenance of additional capital buffer by the systemically important credit institutions and investment firms either at the national level, or at the EU level, referred to as Other Systemically Important Institutions ("O-SII").

The O-SII capital buffer reflects the cost for an institution of being systemically important and reduces the moral hazard from the support of the institution from the state and the taxpayers and compensates for the higher risk it represents for the national financial system and the potential consequences of its failure. The Company is not obliged to maintain a O-SII capital buffer as it is not a O-SII institution.

The Cyprus Macroprudential Authority (Central Bank of Cyprus) decided the adoption of a macroprudential measure adopted by Estonia. This measure constitutes a 1% systemic risk buffer rate, applied in accordance with Article 134 of Directive 2013/36/EU, on all exposures located in Estonia of CIFs incorporated in the Republic of Cyprus and offering the investment service of dealing on own account and/or underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis. Consequently, CIFs with exposures located in Estonia must comply with the decision of the Central Bank of Cyprus when calculating their Capital Requirements pursuant CySEC's Circular C222. As at 31 December 2018 there were no exposures in Estonia.

The below table illustrates the transitional increase of the applicable buffers up to the year 2019:

### Regulatory Capital Buffers up to 2019



According to the Policy Statement, Full Scope CIFs that maintain LP Contractual Arrangements with entities located in non-equivalent third countries, are required to maintain an additional capital buffer. In this respect, since the Company's Liquidity provider is located in an EU Country, the Company is not required to hold additional capital as per the provisions of the Policy Statement.

Moreover, the Company has considered and addressed the risks emanating from the NBP in the context of their ICAAP.

#### 1.5. Declaration of the Management Body

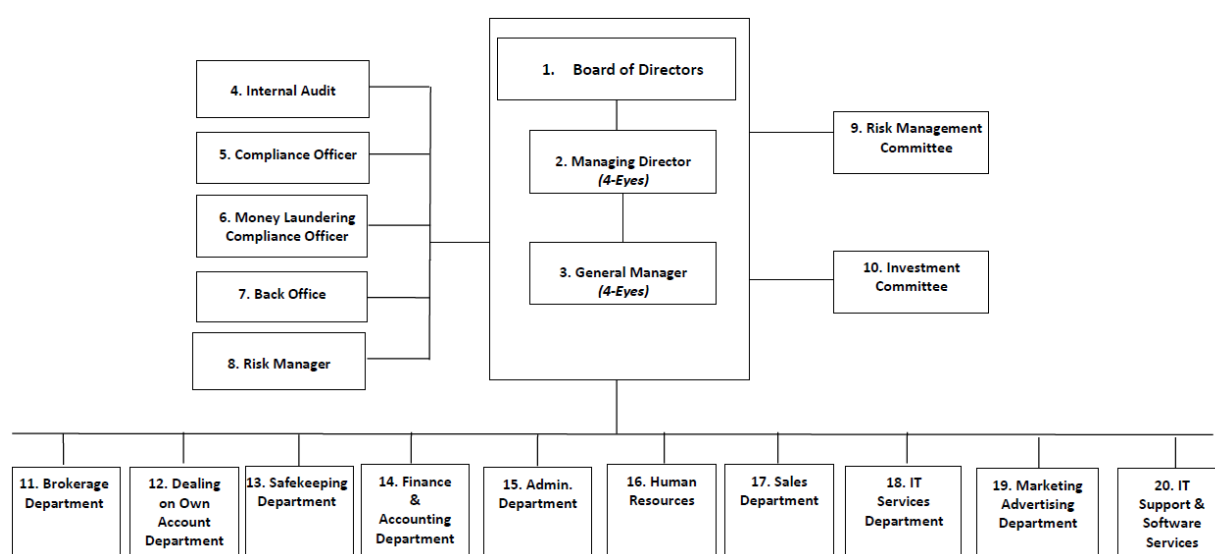
The Board is responsible for reviewing the effectiveness of the Company's risk management arrangements and systems of financial and internal control. These are designed to manage rather than eliminate the risks of not achieving business objectives, and – as such – offer reasonable but not absolute assurance against fraud, material misstatement and loss. The Board considers that it has in place adequate systems and controls with regard to the Company's profile and strategy and an appropriate array of assurance mechanisms, properly resourced and skilled, to avoid or minimise loss.

## 2. CORPORATE GOVERNANCE AND RISK MANAGEMENT

The Company's systems of risk management and internal control include risk assessment, management or mitigation of risks, including the use of control processes, information and communication systems and processes for monitoring and reviewing their continuing effectiveness.

The risk management and internal control systems are embedded in the operations of the Company and are capable of responding quickly to evolving business risks, whether they arise from factors within the Company or from changes in the business environment.

### 2.1. Organisational Structure



### 2.2. The Board of Directors

The Board has the overall responsibility for the establishment and oversight of the Company's Risk Management Framework. The Board satisfies itself that financial controls and systems of risk management are robust. The Board comprises of two executive directors and two independent non-executive directors.

The Company has in place the Internal Operations Manual which lays down the activities, processes, duties and responsibilities of the Board, Committees, Senior Management and staff of the Company.

The Company implements and maintains adequate risk management policies and procedures which identify the risks relating to the Company's activities, processes and systems, and where appropriate, set the level of risk tolerated by the Company. The Company adopts effective arrangements, processes and systems, in light of that level of risk tolerance, where applicable.

### 2.3. Number of Directorships held by members of the Board

All members of the Board commit sufficient time to perform their functions in the Company. The number of directorships which may be held by a member of the Board at the same time shall take into account individual circumstances and the nature, scale and complexity of the Company's activities. Unless representing the Republic, members of the Board of a CIF that is significant in terms of its size, internal organisation and the nature, the scope and the complexity of its activities shall not hold more than one of the following combinations of directorships at the same time:

- one executive directorship with two non-executive directorships;
- four non-executive directorships.

For the purposes of the above, the following shall count as a single directorship:

- Executive or non-executive directorships held within the same group.

Directorships in organisations which do not pursue predominantly commercial objectives such as non-profit or charitable organisations shall not count for the purposes of the above guidelines.

The table below discloses the number of directorships held by members of the management body.

**Table 2– Number of Directorships of the members of the Board of Directors**

Director	Function	Number of Executive Directorships	Number of Non-Executive Directorships
Ms. Yael Hertz Kleinman	Managing Director (Executive Director)	1	0
Mr. Agamemnon Ioannides	General Manager (Executive Director)	1	1
Mr. George Skordis	Independent, Non-Executive Director	0	2
Mr. Charalambos Stylianou	Independent, Non-Executive Director	0	3

### 2.4. Policy on Recruitment

Recruitment into the Board combines an assessment of both technical capability and competency skills referenced against the Company's leadership framework.

Members of the Board possess sufficient knowledge, skills and experience to perform their duties. The overall composition of the Board reflects an adequately broad range of experiences to be able to understand the CIF's activities, including the main risks to ensure the sound and prudent management of the Company as well as sufficient knowledge, of the legal framework governing the operations a CIF.

## **2.5. Policy on Diversity**

The Company is committed to promote a diverse and inclusive workplace at all levels, reflective of the communities in which it does business. It approaches diversity in the broadest sense, recognizing that successful businesses flourish through embracing diversity into their business strategy, and developing talent at every level in the organization. For this purpose, the Company takes into consideration various aspects such as broad industry experience, knowledge, independence, gender, age, cultural and educational background for the Board appointments.

## **2.6. Governance Committees**

### **Risk Management Committee**

In order to support effective governance and management of the wide range of responsibilities the Board has established the Risk Management Committee. The role of the Risk Management Committee is to provide oversight, review and challenge of the material risks both current and future affecting the business whilst ensuring that there is effective management and control of all key risks and issues facing the Company. The Risk Management Committee, inter alia, scrutinizes, and decides on various risks inherent with the operation of the Company with the view to formulate internal policies and measure the performance of the said policies in dealing with the risks associated with the operation of the Company. Moreover, the Risk Management Committee reviews the risk management procedures in place (monitors and controls the Risk Manager in the performance of his/her duties and the effectiveness of the Risk Management Department).

The Risk Management function operates independently and monitors the adequacy and effectiveness of policies and procedures, the level of compliance to those policies and procedures, in order to identify deficiencies and rectify. The Risk Management Committee is responsible for monitoring and controlling the Risk Manager in the performance of his/her duties.

The Risk Management Committee meets at least annually, unless the circumstances require extraordinary meetings. Extraordinary meetings can be called by any member of the Risk Management Committee, as well as by the Risk Manager.

The Risk Manager shall review on a daily basis the following 3 reports generated by the system and broken down by underlying asset of the respective financial instrument, exposure per client and exposure by counterparty:

- a) Clients' aggregate positions
- b) Proprietary positions
- c) Hedging positions



The Risk Manager shall also review on regular basis the hedging strategies followed by the DOAD personnel to evaluate their effectiveness and to ensure their consistencies with established procedures and limits. The Risk Manager shall ensure that an escalation procedure is in place if there is evidence of improper hedging or derogation to the hedging policy and procedures.

### **Investment Committee**

An Investment Committee has been formed to ensure the implementation of a prudent investment policy and the monitoring of the provision of adequate investment services to Clients. The Investment Committee reports directly to the Senior Management.

The Investment Committee is responsible, inter alia:

- a) to supervise the proper choice of investments (framework for investment decisions)
- b) to analyze the investment potential and contribute to the elaboration of the investment policy, as applicable
- c) to determine the Company's pricing policy
- d) to decide upon the markets and types of Financial Instruments in which the Company shall be active
- e) to determine the mode, content and frequency of the Client's briefing.
- f) to brief the Internal Auditor, as applicable
- g) to analyze the economic conditions and the investment alternatives based on a thorough examination of third party reports
- h) to annually review the established dealing on own account policy and to use the recommendations of the Head of the Dealing on Own Account Department. Such a review shall also be carried out whenever a material change occurs

## **2.7. Other Governance Functions**

### **Internal Audit**

The Company, taking into account the nature, scale and complexity of its business activities, as well as the nature and the range of its investment services and activities, establishes and maintains an internal audit function through the appointment of a qualified and experienced Internal Auditor. The Internal Auditor is appointed and reports to the Senior Management and the Board of the Company.

The Internal Auditor is separated and independent of the other functions and activities of the Company. The Internal Auditor bears the responsibility to:

- (a) establish, implement and maintain an audit plan to examine and evaluate the adequacy and effectiveness of the Company's systems, internal control mechanisms and arrangements
- (b) issue recommendations based on the result carried out in accordance with point (a)

- (c) verify compliance with the recommendations of point (b)
- (d) provide timely, accurate and relevant reporting in relation to internal audit matters to the Board and the Senior Management of the Company, at least annually.

The Internal Auditor is responsible for applying the Internal Control System (hereinafter, the “ICS”), which confirms the accuracy of the reported data and information. Furthermore, the role of the Internal Auditor is the programming, on an at least annual basis (as applicable), of checks on the degree of application of the required ICS. The Internal Auditor has clear access to the Company’s personnel and books. Likewise, the Company’s employees have access to the Internal Auditor for the reporting of any significant deviations from the guidelines provided.

The Board ensures that internal audit issues are considered when presented to it by the Internal Auditor and appropriate actions shall be taken. The Board ensures all issues are dealt with and prioritized according to the Board’s assessment.

### **Compliance Officer**

The Board ensures regulatory compliance through a comprehensive and pro-active compliance strategy. To this end, the Board appoints a Compliance Officer in order to establish, implement and maintain adequate and effective policies and procedures, as well as appropriate systems and controls designed to detect any risk of failure by the Company to comply with its obligations. Further to this, the Compliance Officer is responsible to put in place adequate measures and procedures designed to minimize such risk and to enable the competent authorities to exercise their powers effectively. The Compliance Officer reports to the Board of the Company.

The Compliance Officer is independent and has the necessary authority, resources, expertise and access to all relevant information.

The major objectives of the Compliance officer are:

- a) liaising with all relevant business and support areas within the Company
- b) monitoring and assessing the level of compliance risk that the Company faces, taking into account the investment and ancillary services provided, as well as the scope of financial instruments traded and distributed
- c) monitoring the adequacy and effectiveness of the measures and procedures of the Company
- d) advising and assisting the relevant persons responsible for carrying out the investment services to be in compliance with the Law

### **Anti-Money Laundering Compliance Officer**

The Board retains a person to the position of the Company’s Money Laundering Compliance Officer (hereinafter the “MLCO”) to whom the Company’s employees report their knowledge or suspicion of transactions involving money laundering and terrorist financing. The MLCO belongs to the higher hierarchical levels/layers of the Company so as to command the necessary authority. The MLCO leads the Company’s Money Laundering Compliance procedures and processes and report to the Senior Management and the Board of the Company. In cases where it shall be deemed necessary and following recommendations by the MLCO assistants to the MLCO is also be appointed.

Scope and objectives of the MLCO:

- a) The improvement of mechanisms used by the Company for counteraction of legalization (laundering) of criminally earned income
- b) To decrease the probability of appearance among the Customers of the Company of any persons/organizations engaged in illegal activity and/or related with such persons/organizations
- c) To minimize the risk of involvement of the Company in any unintended holding and realization of operations with any funds received from any illegal activity or used for its financing
- d) To ensure compliance with anti-money laundering laws and directives issued by CySEC as well as the identification and proper reporting of any money laundering activity to the relevant authorities

## 2.8 Information flow on risk to the management body

Risk information flows up to the Board directly from the business departments and control functions. The Board ensures that it receives on a frequent basis, at least annually written reports regarding Internal Audit, Compliance, Money Laundering and Terrorist Financing and Risk Management issues and approves the Company's ICAAP report.

**Table 4 - Information flow on risk to management body**

	<b>Report Name</b>	<b>Owner of Report</b>	<b>Recipient</b>	<b>Frequency</b>
1	Risk Management Report	Risk Manager	CySEC, Board	Annual
2	ICAAP	Risk Manager	CySEC, Board	Annual
3	Compliance Report	Compliance Officer	CySEC, Board	Annual
4	Internal Audit Report	Internal Auditor	CySEC, Board	Annual or more frequent upon management request
5	Anti-money laundering report	Anti-money laundering Compliance Officer	CySEC, Board	Annual
6	Investment Committee decisions	Risk Manager	Board	Upon request

Furthermore, the Company believes that the risk governance processes and policies are of utmost importance for its effective and efficient operation. The processes are reviewed and updated on an annual basis or when deemed necessary. 3. Own Funds

### 3. OWN FUNDS

Own Funds (also referred to as capital resources) is the type and level of regulatory capital that must be held to enable the Company to absorb losses. The Company is required to hold own funds in sufficient quantity and quality in accordance with CRD IV which sets out the characteristics and conditions for own funds.

The Company throughout the year under review managed its capital structure and made adjustments to it in light of the changes in the economic and business conditions and the risk characteristics of its activities.

During the 12 month accounting period to 31 December 2018 the Company complied fully with all capital and liquidity requirements and operated well within the regulatory requirements.

The Total Capital Ratio of the Company as at 31 December 2018 was 21.13% which is above the minimum regulatory capital of 9.950% (8% + buffers). The Company's Combined Buffer Requirement consists of the following:

- Regulatory capital requirement of the level of 8%,
- Capital Conservation Buffer ("CCB"),
- Countercyclical Capital Buffer ("CCyB") and
- Specific risk buffer derived from the Company's Exposures to Estonia (Circular C222).

It is noted that the CCB for the year 2019 will be increased to 2.50% and as such the Combined Buffer Requirement will be at least 10.50%.

#### 3.1. Tier 1 & Tier 2 Regulatory Capital

Institutions shall disclose information relating to their own funds. Furthermore, institutions shall disclose a description of the main features of the Common Equity Tier 1 and Additional Tier 1 instruments and Tier 2 instruments issued by the institution. In this respect, the Company's Tier 1 capital is wholly comprised of Core Tier 1 Own Funds. The composition of the capital base and capital ratios of the company is shown in the following table:

**Table 5 – Composition of the capital base and capital ratios**

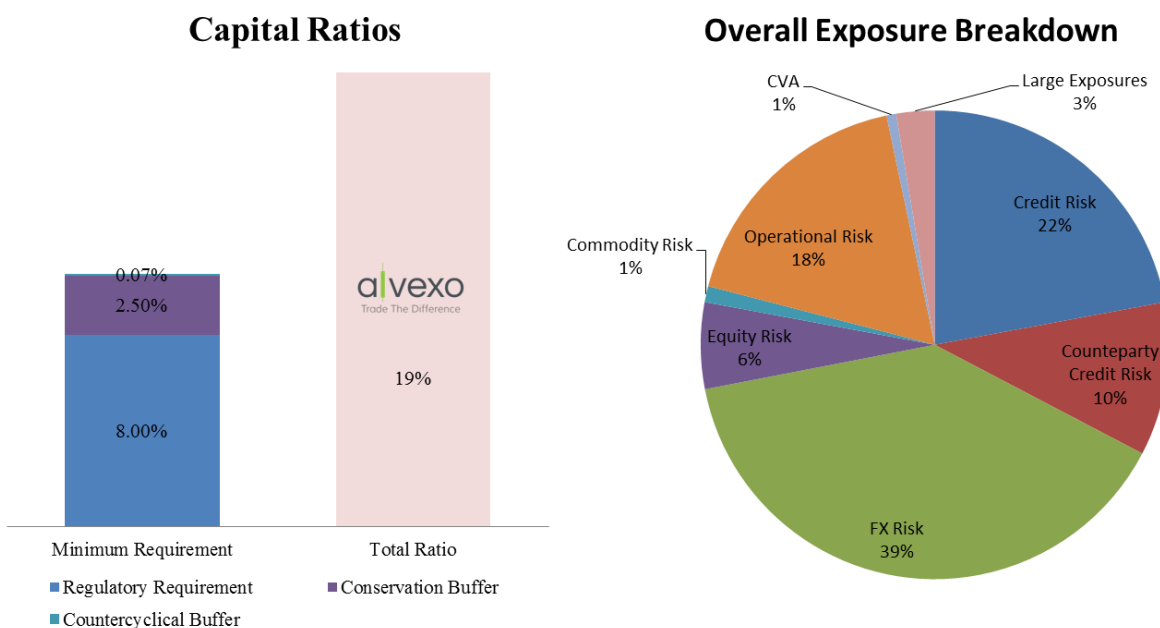
	<b>EUR €000</b>
<b>Common Equity Tier 1 (CET1) capital: instruments and reserves</b>	
Capital instruments and the related share premium accounts	310
Retained earnings	4,046
<b>Common Equity Tier 1 (CET1) capital: regulatory adjustments</b>	
Additional deductions of CET1 Capital due to Article 3 of the CRR (*)	(60)
Other Intangible Assets	(3)
<b>Common Equity Tier 1 (CET1) capital</b>	<b>4,294</b>
<b>Additional Tier 1 (AT1) capital</b>	<b>-</b>
<b>Tier 1 capital (T1 = CET1 + AT1)</b>	<b>4,294</b>
<b>Tier 2 (T2) capital</b>	<b>-</b>
<b>Total capital (TC = T1 + T2)</b>	<b>4,294</b>
<b>Risk weighted assets</b>	
Credit risk	4,665
Market risk	11,158
Operational risk	4,493
<b>Total risk weighted assets</b>	<b>20,317</b>
<b>Capital ratios and buffers</b>	
<b>Common Equity Tier 1</b>	<b>21.13%</b>
<b>Tier 1</b>	<b>21.13%</b>
<b>Total Capital</b>	<b>21.13%</b>
Institution specific buffer requirement (CET1 requirement in accordance with article 92 (1)(a) plus capital conservation and countercyclical buffer requirements, plus systemic risk buffer, plus the systemically important institution buffer (G-SII or -SII buffer), expressed as a percentage of risk exposure amount)	<b>6.45%</b>
<i>of which: capital conservation buffer requirement</i>	<b>1.875%</b>
<i>of which: counter cyclical buffer requirement(**)</i>	<b>0.075%</b>
<i>of which: systemic risk buffer requirement(***)</i>	<b>-</b>
<i>of which: Global Systemically Important Institution (G-SII) or Other Systemically Important Institution (O-SII) buffer</i>	<b>-</b>
CET1 available to meet buffers(****)	<b>13.13%</b>

\*Treatment pursuant to Circular C162 (Capital adequacy requirements - Change in the treatment of the Investors Compensation Fund (“ICF”) Contribution) on 10 October 2016, according to which the contribution to ICF will no longer be risk weighted as an “exposure to public sector entities” pursuant to paragraph 13(3) of Directive DII44-2014-15. The said ICF exposure will be deducted from CET1 Capital pursuant to Article 3 (Application of stricter requirements by institutions) of the CRR. The aforementioned Article gives the member states the power to request from the institutions to hold own funds in excess of those required by the CRR.

\*\* No capital requirements derived from Company’s exposures for 2018.

\*\*\*The Company has no exposures located in Estonia as at 31 December 2018.

\*\*\*\* Common Equity Tier 1 available to meet buffers (as a percentage of risk weighted assets).



### 3.2. Main features of Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments

In order to meet the requirements for disclosure of the main features of Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments, the Company discloses the capital instruments' main features as outlined below:

**Table 6 – Main features of capital instruments**

Capital Instruments Main Feature	CET1
Issuer	VPR Safe Financial Group Ltd
<b>Regulatory Treatment</b>	
Eligible at Solo/(sub-)consolidated/solo	Solo
Instrument type	Common Equity
Amount recognized in regulatory capital	€310k
Nominal amount of instrument	€310k
Issue Price	€1
Accounting classification	Shareholders' Equity
Original date of issuance	€1k 13/05/2013 €279k 28/07/2014 €30k 30/09/2014
Perpetual or dated	Perpetual
Original maturity date	No maturity
Issuer call subject to prior supervisory approval	No
<b>Coupons / dividends</b>	
Fixed or floating dividend/coupon	Floating
Coupon rate and any related index	N/A

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

### 3.3. Balance Sheet Reconciliation

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

**Table 7– Balance Sheet**

	<b>2018</b>
	<b>€000</b>
<b>Equity</b>	
Share capital	3
Share premium	308
Retained earnings /(Accumulated losses)	4,046
<b>Total Equity as per Audited Financial Statements</b>	<b>4,356</b>
<b>Common Equity Tier 1 (CET1) capital: regulatory adjustments</b>	
Other Intangible assets	(3)
Additional deductions of CET1 Capital due to Article 3 of the CRR	(60)
<b>Total Own funds as per CoRep</b>	<b>4,294</b>

## **4. COMPLIANCE WITH THE REGULATION AND THE OVERALL PILLAR II RULE**

### **4.1. Internal Capital**

The purpose of capital is to provide sufficient resources to absorb unexpected losses over and above the ones that are expected in the normal course of business. The Company aims to maintain a total capital adequacy ratio which will ensure there is sufficient capital to support the Company during stressed conditions. The Company has adopted the Standardised Approach to the calculation of Pillar I minimum capital requirements for Credit and Market Risk.

### **4.2. Approach to assessing adequacy of Internal Capital**

The Company has established an ICAAP, documented it in a Manual and produced in this regard the ICAAP Report, as per the Circular C026 and Circular C027. Upon CySEC's request the ICAAP Report shall be submitted to CySEC.

The Company has adopted the Pillar I plus approach whereby it determines the minimum capital required under Pillar I methodology and subsequently incorporates in that methodology the risks that are either not covered or are partially covered by Pillar I. Initially an assessment is made on the general financial position of the Company both from its financial statements and its Capital Adequacy Returns.

The Pillar I variable capital requirement is the sum of the credit risk and market risk requirements and the operational risk. In order to validate the adequacy of the above requirements under the Pillar I calculations, the ICAAP proceeds with the following individual tests:

- The adequacy of the credit and market risk requirements is assessed with reference to all relevant balance sheet items in order to ascertain if there are additional risks that are not covered by Pillar I
- Other risks connected with the balance sheet, such as liquidity risk and concentration risk, are reviewed in order to establish whether there should be an additional requirement that might not be covered under Pillar I
- The overall capital adequacy is tested by adding together the resulting requirement of the identified risks.
- The absolute impact of combinations of scenarios, including a severe market downturn, is considered in relation to the financial forecasts of the business to assess the potential impact on the capital base over a three year period (forward-looking).
- A comprehensive risk assessment is carried out for all risks, categorizing them under a risk profile by attributing the anticipated impact and likelihood of occurrence.

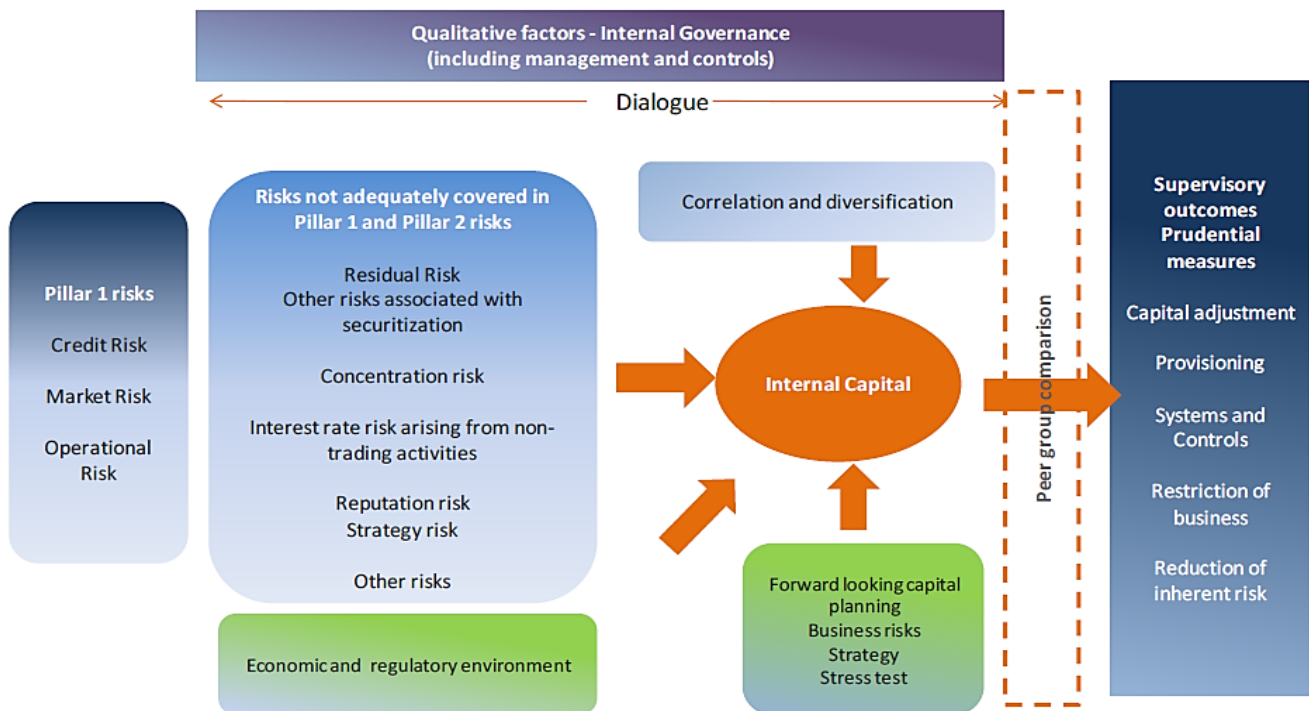


- Finally, additional measures are set for the mitigation of the identified risks as well as capital allocation.

The Company operates a fully integrated ICAAP process throughout the year that rolls into the final ICAAP assessment. The Company also performs monthly key risk assessments supported by periodic stress testing. The ICAAP process considers all of the risks faced by the Company, the likely impact of them if they were to occur, how these risks can be mitigated and the amount of capital that it is prudent to hold against them both currently and in the future.

The ICAAP Report describes how the Company implemented and embedded its ICAAP within its business. The ICAAP also describes the Company’s Risk Management framework e.g. the Company’s risk profile and the extent of risk appetite, the risk management limits if any, as well as the adequate capital to be held against all the risks (including risks other than the Pillar I risks) faced by the Company.

The graph below illustrates the process between ICAAP and SREP:



The Supervisory Review and Evaluation Process (SREP) is the supervisory tool for establishing the appropriate level of capital resources that a CIF should hold in order to meet its present and future capital requirements over a period of up to five years. Circular C027 outlines how CySEC applies the supervisory review and evaluation process (SREP) when reviewing the CIFs’ internal capital adequacy assessment processes (ICAAP) under the framework of the paragraph 33 of the Directive 33 of the DI144-2014-14.

## **5. PILLAR I CAPITAL REQUIREMENTS**

The following sections describe the overall Pillar I minimum capital requirement and risk weighted assets for the Company under the Standardised Approach to Credit Risk, Market Risk and the Operational Risk.

### **5.1. Credit Risk**

In the ordinary course of business, the Company is exposed to credit risk, which is monitored through various control mechanisms. Credit risk arises when counterparties fail to discharge their obligations and this could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date. The Company has policies to diversify risks and to limit the amount of credit exposure to any particular counterparty in compliance with the requirements of the Directive. The Company continuously monitors the fair value calculations, forecast and actual cash flows, and cost budgets so that to ensure that the carrying level of Company's own funds and consequently the Capital Adequacy ratio meet the regulatory requirements at all times.

No concentrations of credit risk with respect to trade receivables existed at year end. Trade receivables are shown net of any provision made for impairment. The management believes that no additional credit risk, beyond amounts provided for collection losses, is inherent in the trade receivables. Cash balances are held with high credit quality financial institutions and the Company has policies to limit the amount of credit exposure to any financial institution.

#### **5.1.1. Credit Risk Adjustments**

The Company assesses at the balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Trade receivables are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method, less provision for impairment. For those trading receivables that are 90 days or more past due, in non-accrual status, the Company classifies them as "in default", thus an impairment test will emerge.

Other receivables are recognized initially at fair value and subsequently measured at amortized cost, using the effective interest method, less provision for impairment. A provision for impairment of other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When a receivable is uncollectible, it is written off against the allowance account for other receivables. Subsequent recoveries of amounts previously written off are credited in the statement of comprehensive income.

### 5.1.2. Credit Risk – Risk Weighted Assets

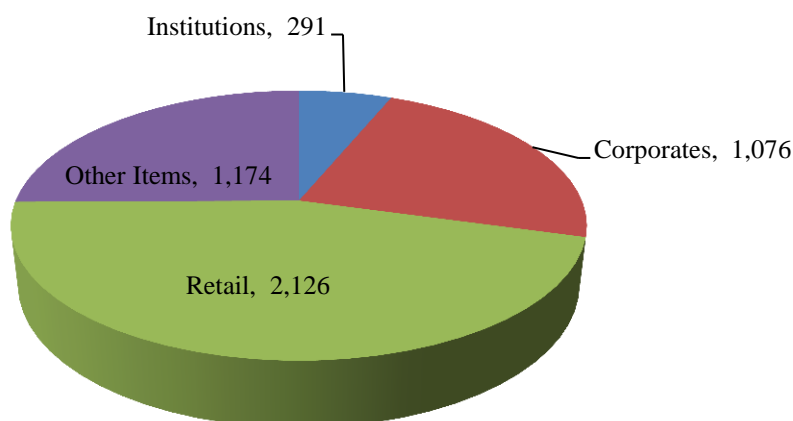
The Company's Credit Risk Weighted Assets and Capital Requirements broken down by exposure class were as follows:

**Table 8 – Exposure classes as at 31 December 2018**

	<b>Risk Weighted Assets</b>	<b>Capital Requirements</b>
	<b>€000</b>	<b>€000</b>
<b>Exposure class</b>		
Institutions	291	23
Corporates	1,076	86
Retail	2,126	170
Other Items	1,174	95
<b>Total</b>	<b>4,667</b>	<b>374</b>

The Regulation requires disclosure for additional asset classes. These have not been shown in the table above as these are nil as at the reporting period.

### Risk Weighted Assets



### 5.1.3. Credit Risk – Analysis of Average exposures and total amount of exposures after accounting offsets

The Company shall disclose the total amount of exposures after accounting offsets and without taking into account the effects of credit risk mitigation and the average amount of the exposures over the period broken down by different types of exposures as follows:

**Table 9 – Analysis of Average Exposures**

	Original exposure amount, net of specific provisions	Average Exposure
	€000	€000
<b>Exposure class</b>		
Institutions	310	513
Corporates	1,076	792
Retail	3,451	863
Other Items	4,706	4,076
<b>Total</b>	<b>9,544</b>	<b>6,243</b>

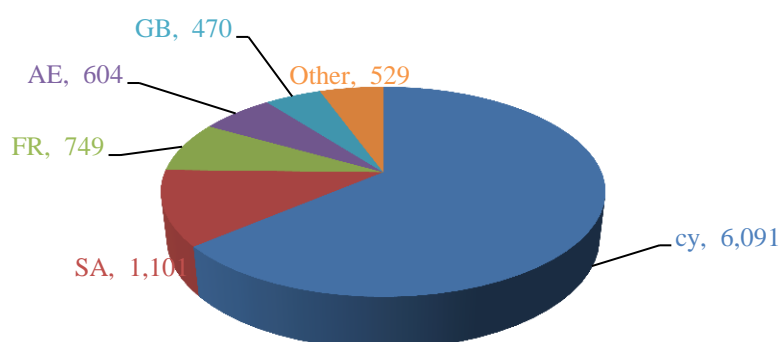
#### 5.1.4. Credit Risk – Risk Weighted Assets by Geographical distribution of the exposure classes

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

**Table 30– Geographical distribution of the exposure classes**

31 December 2018							
Geographical Distribution of the Exposures							
€000							
Exposure class	Cyprus	Saudi Arabia	France	United Arab Emirates	United Kingdom	Other	Total
Institutions	309	-	-	-	-	1	<b>310</b>
Corporates	1,076	-	-	-	-	-	<b>1,076</b>
Retail	-	1,101	749	604	470	527	<b>3,451</b>
Other Items	4,706	-	-	-	-	-	<b>4,706</b>
<b>Total</b>	<b>6,091</b>	<b>1,101</b>	<b>749</b>	<b>604</b>	<b>470</b>	<b>529</b>	<b>9,544</b>

### Geographical Distribution of the Exposures



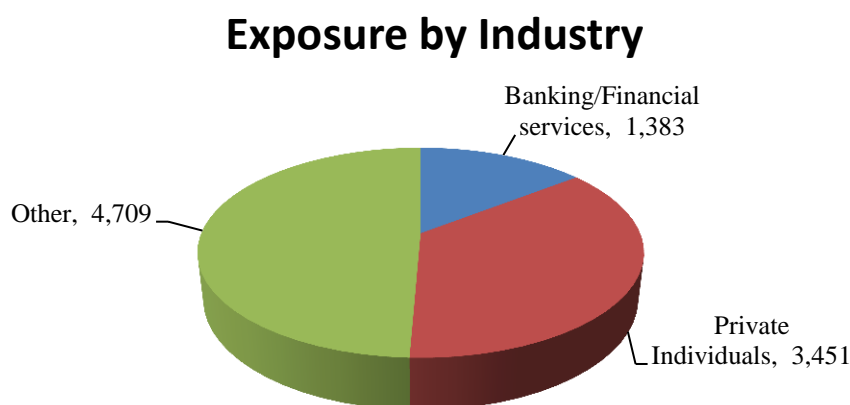
The Regulation requires disclosure for additional asset classes. These have not been shown in the table above as these are nil as at the reporting period.

### 5.1.5. Credit Risk – Distribution of exposures by industry

The Company shall disclose the distribution of the exposures by industry or counterparty type, broken down by exposure classes, including specifying exposure to SMEs, and further detailed if appropriate as follows:

**Table 11– Exposures by industry**

	<b>Banking/Financial services</b>	<b>Retail</b>	<b>Other</b>	<b>Total</b>
	<b>€000</b>		<b>€000</b>	<b>€000</b>
<b>Exposure class</b>				
Institutions	310	-	-	1,080
Corporates	1,073	-	3	780
Retail	-	3,451	-	1
Other Items	-	-	4,706	3,375
<b>Total</b>	<b>1,383</b>	<b>3,451</b>	<b>4,709</b>	<b>4,059</b>



### 5.1.6 Residual maturity broken down by exposure classes

The Company shall disclose the residual maturity breakdown of all the exposures, broken down by exposure classes, as follows:

**Table 12 - Residual maturity broken down by exposure class**

	<b>Residual Maturity ≤ 3 months</b>	<b>Residual Maturity &gt; 3 months</b>	<b>Total</b>
	<b>€000</b>	<b>€000</b>	<b>€000</b>
<b>Exposure</b>			
Institutions	310	-	310
Corporates	1,076	-	1,076
Retail	3,451	-	3,451
Other Items	4,416	291	4,706
<b>Total</b>	<b>9,253</b>	<b>291</b>	<b>9,544</b>

## 5.2. Use of ECAIs

The Company shall disclose the names of the nominated External Credit Assessment Institution (ECAIs) and the exposure values along with the association of the external rating with the credit quality steps. In determining risk weights for use in its regulatory capital calculations, the Company uses Moody's as ECAI and the exposure values with their associated credit quality steps are as follows:

**Table 13 - ECAI Association with each credit quality step**

Credit Quality Step	Moody's Rating	Corporate	Institutions			Sovereign
			Sovereign method	Credit Assessment method		
				Maturity > 3 months	Maturity 3 months or less	
1	Aaa to Aa3	20%	20%	20%	20%	0%
2	A1 to A3	50%	50%	50%	20%	20%
3	Baa1 to Baa3	100%	100%	50%	20%	50%
4	Ba1 to Ba3	100%	100%	100%	50%	100%
5	B1 to B3	150%	100%	100%	50%	100%
6	Caa1 and below	150%	150%	150%	150%	150%

Exposures to unrated institutions are assigned a risk weight according to the credit quality step to which exposures to the central government of the jurisdiction in which the institution is incorporated, as specified in Article 121 of CRR. Notwithstanding the general treatment mentioned above, short term exposures to institutions could receive a favourable risk weight of 20% if specific conditions are met.

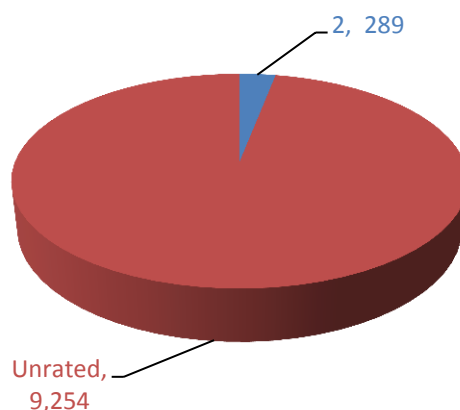
The Other Items category includes tangible assets and prepayments for which the Company cannot determine the counterparty risk weighted at 100%, cash in hand risk weighted at 0% and cash items in the process of collection risk weighted at 20%.

The following table presents the exposure values pre- and post-credit risk mitigation, by credit quality step:

**Table 44-Exposures before and after credit risk mitigation as at 31 December 2018**

Credit Quality Step	Exposure values before credit risk mitigation €000	Exposure values after credit risk mitigation €000
6	289	289
Unrated	9,254	8,637
<b>Total</b>	<b>9,544</b>	<b>8,926</b>

## Credit Quality Step Breakdown



### 5.3. Market Risk

Market risk can be defined as the risk of losses in on and off-balance sheet positions arising from adverse movements in market prices. From a regulatory perspective, market risk stems from foreign exchange risk positions in the balance sheet.

The following table discloses the Company's market risk as at 31 December 2018:

**Table 55-Market Risk Exposure**

Market Risk	2018
<b>Risk Weighted Assets</b>	<b>€000</b>
Traded Debt Instruments	-
Equity	2,317
Foreign Exchange	7,510
Commodities	1,329
<b>Total Market Risk Exposure</b>	<b>11,158</b>
<b>Total Market Risk Requirements</b>	<b>893</b>

#### 5.3.1. Foreign Exchange Risk

The Company's reporting currency is Euro. Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

If the sum of the Company's overall net foreign-exchange position and its net gold position exceeds 2% of its total own funds, the Company calculates own funds requirements for foreign exchange risk. The own funds requirement for foreign exchange risk is the sum of its overall net foreign-exchange positions and its net gold position in the reporting currency, multiplied by 8%.

The foreign exchange risk in the Company is effectively managed by setting and controlling foreign exchange risk limits, such as through the establishment of maximum value of exposure to a particular currency pair.

### Closely Correlated Currencies

Following the EBA's Final draft Implementing Technical Standards on Closely Correlated Currencies under Article 354 (3) of CRR, the Company may apply lower own funds requirements against positions in relevant closely correlated currencies as those are disclosed by EBA. In this respect, for the calculation of the foreign exchange risk for matched positions on closely correlated currencies, a capital requirement of 4% instead of 8% is used.

The table below shows the Company's exposure to Foreign Exchange Risk (Market Risk):

**Table 16 - Foreign Exchange Risk capital requirements**

	<b>Positions Subject to Capital €000</b>	<b>Capital requirements €000</b>	<b>Total Risk Exposure</b>
Matched Positions in Closely Correlated Currencies	186	7	93
Positions in non-reporting currencies and gold	7,418	593	7,418

### 5.3.2. Interest Rate Risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates. Other than cash at bank, which attracts interest at normal commercial rates, the Company has no other significant interest bearing financial assets or liabilities. The Company's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

### 5.5.3. Equity Risk

The sum of the absolute values of all the Company's net long positions and all its net short positions is its overall gross position. The Company calculates, separately for each market, the difference between the sum of the net long and the net short positions. The sum of the absolute values of those differences is its overall net position. The specific risk on this individual equity can be ignored if the stock-index future in question is exchange traded and represents a relevant appropriately diversified index.

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

**Table 17- Capital requirements for position risks in equities**

	<b>Total Exposure €000</b>	<b>Capital requirements €000</b>
General Risk	1,518	121
Specific Risk	799	64
<b>Total</b>	<b>2,317</b>	<b>185</b>



### 5.5.3. Commodities Risk

The risk of the unexpected changes in commodities prices. These commodities are split into precious metals (except gold), base metals, agricultural products and other energy products (oil gas). The Company calculates its capital requirement with respect to commodities risk using the Simplified Approach. Each position in commodities or commodity derivatives is expressed in terms of the standard unit of measurement. The spot price in each commodity is expressed in the reporting currency.

The capital requirements for each commodity are calculated as the summation of the following:

- 15% x net position (long or short) x spot price for the commodity
- 3% x gross position (long plus short) x spot price for the commodity

The overall capital requirements for commodities risk are the sum of capital requirements for each commodity. The Company's Commodities risk for the year was zero.

**Table 18- Capital requirements for Commodities risk**

	Total Exposure €000	Capital requirements €000
Positions in commodities	1,331	106

### 5.6. Operational Risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk. It is inherent in every business organization and covers a wide range of issues. The Company manages operational risk through a control-based environment in which processes are documented and transactions are reconciled and monitored. This is supported by continuous monitoring of operational risk incidents to ensure that past failures are not repeated.



In addition, the Company has developed, implemented and maintains an Operational Risk Management Framework, congruent with the Policy and the principles of the Capital requirements (CRR/CRD IV) framework. The Operational Risk Management Framework provides the strategic direction and guidelines on operational risk in order to ensure that an

effective operational risk management and measurement process is adopted throughout the Company. The Framework also provides for the consistent and comprehensive capture of data elements needed to measure and verify the operational risk exposure, as well as to implement appropriate reporting systems and mitigation strategies.

Further to the above, the company has in place controls and procedures in order to reduce the operational risk as follows:

- Monitoring of the effectiveness of policies, procedures and controls;
- Use of systems to automate processes and controls to eliminate risk due to human error;
- Ongoing maintenance of procedures to prevent unauthorised actions and errors;
- Use of training to reduce the likelihood of human error arising from lack of expertise
- Maintaining risk registers in the context of ICAAP; and
- Maintaining a four-eye structure and implementing board oversight over strategic decisions made by the heads of departments;

Furthermore, the Company has in place additional policies and processes whose implementation assists with the evaluation and management of any exposures to operational risk. Such policy and process is the Business Continuity and Recovery Plan. The Company acknowledges that a significant hazard exists to its ability to continue normal business procedures following unexpected incident. Moreover, the Company has an important dependency with its automatic systems and processes. As a result, a recovery plan is needed in order to deal with the risk of potential disaster.

The objectives of this plan are to provide:

- a) continuing operations so that the Company can offer its services to the clients,
- b) business and records protection,
- c) a framework for risk and exposure controlling,
- d) measures against risks.

For the calculation of the Operational Risk in relation to the capital adequacy reports, the Company uses the Basic Indicator Approach (BIA). Under the BIA, the own funds requirement for operational risk is equal to 15% of the average over three years of the relevant indicator. However, the Company has not completed business for three years, thus for the calculation of Operational Risk, the business plan used in order to calculate the relevant indicator for the year 3. Consequently, based on the relevant calculations the Company's exposure to Operational Risk, as at 31 December 2018, was **€4,815k** as provided by the table below:

The tables below show the Company's exposure to Operational Risk:

**Table 19- Operational Risk capital requirements**

2018	Year -3	Year -2	Last Year	Total Exposure	Capital Requirements
	€000	€000	€000	€000	€000
<b>Total</b>	1,645	2,177	3,882	4,815	385

Under the Basic Indicator Approach, the capital requirement for operational risk is equal to 15% of the average of three years of the above relevant indicator, resulting to **€385k** capital requirements.

## 6. LEVERAGE RATIO

The Company shall disclose the Leverage Ratio and how it applies the definition of Tier 1 Capital.

The leverage ratio is a supervisory tool for the European Union, which it is in line with international agreements. Moreover, it is a supplementary non-risk based ratio that aims in monitoring the excessive built-up of leverage on the balance sheet of institutions. The leverage ratio is expressed as a percentage of Tier 1 Capital over the total leverage exposure measure.

The total leverage exposure measure is defined as the sum of exposure values of all assets and all off-balance sheet items not deducted when calculating Tier 1 Capital.

The Leverage Exposure measure includes:

- All On-balance sheet assets;
- Derivative exposures;
- Securities Financing Transaction exposures;
- Other non-trading book exposures.

The Basel Committee has set a benchmark of 3% for a minimum Leverage ratio.

The Company's Leverage Ratio for the period up to 31 December 2018 was **95.75%**:

**Table 20- Leverage Ratio**

<b>2018</b>	<b>Leverage Ratio Exposure</b>
	<b>€000</b>
<b>Exposure Values</b>	
Derivatives: <i>Replacement cost associated with all derivatives transactions</i>	2,010
Derivatives: <i>Add-on amounts for PFE associated with all derivatives transactions</i>	1,442
Other assets: <i>On-balance sheet items (excluding derivatives, SFTs and fiduciary assets, but including collateral)</i>	6,092
<b>Total exposures</b>	<b>9,544</b>
<b>Capital and regulatory adjustments</b>	
Tier 1 Capital	4,294
<b>LEVERAGE RATIO</b>	<b>44.99%</b>

The Company monitors leverage closely in order to ensure that any possible excess of the Leverage Limit will be identified and managed promptly. The Company's leverage ratio of 44.99% is well above the minimum ratio of 3%.

## **7. OTHER RISKS**

### **7.1. Concentration Risk**

Concentration Risk includes large individual exposures and significant exposures to companies whose likelihood of default is driven by common underlying factors such as the economy, geographical location, instrument type etc.

Concentration risk was partly addressed through diversification of counterparties, namely banking institutions.

The Company's experience in the collection of trade receivables has never caused debts which are past due and have to be impaired. The company has a policy in place to monitor debts overdue by preparing debtors ageing reports.

#### **Large Exposures**

The Company shall disclose any additional capital requirements derived from large exposures in the Company's trading book.

A large exposure is defined as the total exposure of a firm to a client or group of connected clients, whether in the banking book or trading book or both and its value is equal to or exceeds 10% of its eligible capital.

Where the amount of €150 million is higher than 25 % of the institution's eligible capital the value of the exposure, after taking into account the effect of credit risk mitigation in accordance with Articles 399 to 403 shall not exceed a reasonable limit in terms of the institution's eligible capital. That limit shall be determined by the institution in accordance with the policies and procedures referred to in Article 81 of Directive 2013/36/EU, to address and control concentration risk. This limit shall not exceed 100 % of the institution's eligible capital.

Large exposures related to the trading book are subject to additional capital requirements as per the Article 397 of the CRR. Moreover, the capital charge is associated with the trading book exposure for each client or group of connected clients exceeding the large exposure limit times a multiplier which is defined on table 1 of the aforementioned article.

The Company's exposures are within the limits and as such no further actions are required.

#### **Counterparty Policies with respect to wrong-way risk exposures**

Wrong-way risk occurs when the exposure to a particular counterparty is positively correlated with the PD of the counterparty itself or where there is an adverse correlation between counterparty's PD and the mark-to-market value of the underlying transaction. A wrong-way trading situation can be defined as the condition where the exposure to the counterparty increases, while the counterparty's financial situation and its ability to pay on the transaction diminishes.

As part of the credit review process, basic assumptions are established regarding correlations for a given trading product.

The management of wrong-way risk is integrated within the Company's overall credit risk assessment approach and is subject to a framework for identification and treatment of wrong-way risk, which includes governance, processes, roles and responsibilities, methodology, scenarios, reporting, review and escalation.

A conservative treatment for the purpose of calculating exposure profiles is applied to material trades with wrong-way risk features. The wrong-way risk framework applies to OTC, securities financing transactions and centrally cleared trades. If material correlation is identified, the collateral is deemed ineligible for regulatory risk calculations and risk is measured on an uncollateralised basis. The Company does not have any Wrong-Way Risk Exposures.

## **7.2. Reputation Risk**

Reputation risk is the current or prospective risk to earnings and capital arising from an adverse perception of the image of the Company on the part of customers, counterparties, shareholders, investors or regulators. Reputation risk could be triggered by poor performance, the loss of one or more of the Company's key directors, the loss of large customers, poor customer service, fraud or theft, customer claims, legal action and regulatory fines.

The Company has transparent policies and procedures in place when dealing with possible customer complaints in order to provide the best possible assistance and service under such circumstances. The possibility of having to deal with customer claims is very low as the Company provides high quality services to customers.

## **7.3. Strategic Risk**

Strategic Risk could occur as a result of adverse business decisions, improper implementation of decisions or lack of responsiveness to changes in the business environment. The Company's exposure to strategic risk is moderate as policies and procedures to minimize this type of risk are implemented in the overall strategy of the Company.

## **7.4. Business Risk**

Business Risk includes the current or prospective risk to earnings and capital arising from changes in the business environment including the effects of deterioration in economic conditions. Research on economic and market forecasts are conducted with a view to minimize the Company's exposure to business risk. These are analyzed and taken into consideration when implementing the Company's strategy.

## **7.5. Capital Risk Management**

Capital Risk is the risk that the Company will not comply with capital adequacy requirements. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company has a regulatory obligation to monitor and implement policies and procedures for capital risk management. Specifically, the Company is required to test its capital against regulatory requirements and has to maintain a minimum level of capital. This ultimately ensures the going concern of the Company. Such procedures are explained in the Procedures Manual of the Company.

The Company is further required to report on its capital adequacy quarterly and has to maintain at all times a minimum total capital adequacy ratio which is set at 8%. The capital adequacy

ratio expresses the capital base of the Company as a proportion of the total risk weighted assets. Management monitors such reporting and has policies and procedures in place to help meet the specific regulatory requirements. This is achieved through the preparation on a monthly basis of management accounts to monitor the financial and capital position of the Company.

## 7.6. Regulatory Risk

Regulatory risk is the risk the Company faces by not complying with relevant Laws and Directives issued by its supervisory body. If materialized, regulatory risk could trigger the effects of reputation and strategic risk. The Company has documented procedures and policies based on the requirements of relevant Laws and Directives issued by the Commission; these can be found in the Procedures Manual. Compliance with these procedures and policies are further assessed and reviewed by the Company's Internal Auditors and suggestions for improvement are implemented by management. The Internal Auditors evaluate and test the effectiveness of the Company's control framework at least annually. Therefore the risk of non-compliance is very low.

## 7.7. Legal and Compliance Risk

Legal and Compliance Risk could arise as a result of breaches or non-compliance with legislation, regulations, agreements or ethical standards and have an effect on earnings and capital. Following the replacement of the Law 144(I)/2007 by Law 87(I)/2017 for the purpose of harmonization with MIFID II, several regulatory changes were applied that may cause the Company's exposure to compliance risk. The Company among others, is also exposed to legal and compliance risk arising from inability or inadequate arrangements to comply with the requirements related to the:

- Product Governance (Circular C236, Directive DI87-01),
- New rules governing derivatives on virtual currencies (Circular C268),
- Commission Delegated Regulation of 8 June 2016 of the European Parliament and of the Council with regard to regulatory technical standards for the annual publication by investment firms of information on the identity of execution venues and on the quality of execution,
- Additional specific risk buffer with respect to exposures in Estonia (Circular C222),
- Policy Statement on the Risk Management Arrangements of Cyprus Investment Firms Providing Investment Services in CFDs,
- European Securities and Markets Authority Decision (EU) 2019/155 of 23 January 2019 renewing the product intervention measures relating to the marketing, distribution or sale of contracts for differences to retail clients,
- Provisions of the General Data Protection Regulation (GDPR) 2016/679 and
- 4<sup>th</sup> AML Directive (Directive (EU) 2015/849)

The probability of such risks occurring is relatively low due to the detailed internal procedures and policies implemented by the Company and regular reviews by the Internal Auditors. The structure of the Company is such to promote clear coordination of duties and the management consists of individuals of suitable professional experience, ethos and integrity, who have accepted responsibility for setting and achieving the Company's strategic targets and goals. In addition, the Board meets at least annually to discuss such issues and any suggestions to enhance compliance are implemented by management. Finally and with respect the Implications of NBP, the Company has contractual agreements with solely with European

Economic Area regulated entities and as such is not required to maintain a minimum additional capital buffer.

### **7.8. IT Risk**

IT risk could occur as a result of inadequate information technology and processing, or arise from an inadequate IT strategy and policy or inadequate use of the Company's information technology. Specifically, policies have been implemented regarding back-up procedures, software maintenance, hardware maintenance, use of the internet and anti-virus procedures. Materialization of this risk has been minimized to the lowest possible level.

### **7.9. Risk Reporting**

The Company maintains a system in place to record any risk event incurred on a special form duly completed by personnel of each department and is submitted to the Compliance officer and Risk manager when such event occur.

### **7.10. Liquidity Risk**

Liquidity risk is defined as the risk when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has policies and procedures with the object of minimizing such losses.

### **7.11. Conduct Risk**

Conduct risk is defined as the risk of an action, by an individual, financial institution or the industry as a whole, which leads to customer detriment or, undermines market integrity. This can bring sanctions and negative publicity. Moreover, EBA has defined conduct risk as the current or prospective risk of losses to an institution arising from inappropriate supply of financial services including cases of wilful or negligent misconduct. Consequently, conduct risk arises from failures of designated liquidity providers located in third countries associated with the Company.

Additionally, the Company is exposed to negative balances with its Liquidity Providers, in case of fast-pacing volatile market, where the LP cannot close a position at the Company's stop out limit. Therefore, the Company may be exposed to conduct risk arising from inadequate agreements with the Liquidity Providers and/or with the third parties that hold client's funds.

As part of risk management policy and tools, the Company has procedures in place to diversify its liquidity providers and monitor their financial position on an on-going basis. The financial soundness of the liquidity providers is closely monitored and the company is ready to switch to alternative LPs, if necessary. Furthermore, the receivable/payable amounts with the LPs are monitored on a daily basis. In particular, the Company examines its existing procedures and arrangements with respect to the products offered and services provided.

Further to the above, the agreement of MoUs between CySEC and FCA is expected to maintain investors' protection via the appropriate communications channels between the two competent authorities and as such may have negative impact on the Company's risk profile due to hard Brexit Scenario is mitigated.

## **ESMA's Adopts Final Product Intervention Measures on CFDs and Binary Options**

The European Securities and Markets Authority (ESMA) on 23 January 2019 adopted Decision 2019/155, under Article 40 of Regulation (EU) No 600/2014 to restrict the marketing, distribution or sale of contracts for differences (CFDs) to retail clients. The Decision renews and amends ESMA Decision (EU) 2018/7962 on the same terms as the previous renewal decision, ESMA Decision (EU) 2018/16363.

Pursuant to article 40 of MiFIR for CFDs, product intervention measure include:

1. Leverage limits on the opening of a CFD by a retail client from 30:1 to 2:1, which vary according to the volatility of the underlying:
  - 30:1 for major currency pairs;
  - 20:1 for non-major currency pairs, gold and major indices;
  - 10:1 for commodities other than gold and non - major equity indices;
  - 5:1 for individual equities and other reference values;
  - 2:1 for cryptocurrencies;
2. Margin close out rule on a per account basis,
3. Negative balance protection on a per account basis,
4. A restriction on the incentives offered to trade CFDs,
5. A firm specific risk warning.

The company has complied with all the above measures adopted by ESMA within the specified deadline.



## 8. REMUNERATION POLICY

The Company has established a remuneration policy, which its purpose is to set out the remuneration practices of the Company taking into consideration the salaries and benefits of the staff, in accordance with the provisions of Directive as well as the Circular 031 (Circular 031 has been issued in place of Guidelines GD-IF-07 for the correct filing purposes) on remuneration policies and practices, where these comply with specific principles in a way and to the extent that is appropriate to the Company's size, internal organization and the nature, scope and complexity of its activities. Furthermore, the Company's remuneration strategy is designed to reward and motivate the people who are committed to maintaining a long term career with the Company and performing their role in the interests of the Company.

The design of the Policy is approved by the people who effectively direct the business of the Company, after taking advice from the compliance function, and implemented by appropriate functions to promote effective corporate governance. The people who effectively direct the business are responsible for the implementation of remuneration policies and practices and for preventing and dealing with any relevant risks, that remuneration policies and practices can create. The Board discusses remuneration policy matters at least annually. Furthermore, the Policy also benefits from the full support of senior management or, where appropriate, the supervisory function, so that necessary steps can be taken to ensure that relevant persons effectively comply with the conflicts of interest and conduct of business policies and procedures.

Finally, the Policy adopts and maintains measures enabling them to effectively identify where the relevant person fails to act in the best interest of the client and to take remedial action.

### 8.1. Remuneration System

The Company's remuneration system and policy is concerned with practices of the Company for those categories of staff whose professional activities have a material impact on its risk profile, i.e. the Senior Management and members of the Board; the said practices are established to ensure that the rewards for the "executive management" are linked to the Company's performance, to provide an incentive to achieve the key business aims and deliver an appropriate link between reward and performance whilst ensuring base salary levels are not set at artificially low levels. The Company uses remuneration as a significant method of attracting and retaining key employees whose talent can contribute to the Company's short and long term success.

The remuneration mechanisms employed are well known management and human resources tools that take into account the following factors in order to determine the remuneration of each staff member:

- a) knowledge and skills,
- b) the adding value to the business,
- c) the demands (physical and mental) of the job,
- d) amount of training and/or experience needed,
- e) working conditions,
- f) the importance and the amount of responsibility,
- g) market dynamics such as the supply and demand for labour,

- h) financial viability of the Company,
- i) economic performance of the country in which the Company operates,
- j) employee's personal goals and performance evaluation in relation to the objectives set up at the beginning of the period,
- k) employee's professional conduct with clients.
- l) Staff's skills, experience and performance, whilst supporting at the same time the long-term business objectives.

The Company's remuneration system takes into account the highly competitive sector in which the Company operates, and the considerable amount of resources the Company invests in each member of the staff. The remuneration includes all forms of benefits provided by the Company to its staff and can be Financial or non-Financial remuneration.

It is noted that the Company has taken into account its size, internal organisation and the nature, the scope and the complexity of its activities and it does not deem necessary the establishment of a specific remuneration committee. Decisions on these matters are taken on a Board level while the remuneration policy is periodically reviewed.

The remuneration varies for different positions/roles depending on each position's actual functional requirements, and it is set at levels which reflect the educational level, experience, accountability, and responsibility needed for a staff member to perform each position/role. The remuneration is also set in comparison with standard market practices employed by the other market participants/ competitors. Furthermore, the employee's personal goals and performance evaluation in relation to the objectives set up at the beginning of the period and the employee's professional conduct with clients are taken into account in order to determine the remuneration.

The total remuneration of staff currently consists of a fixed and a variable component. On the one hand, the Fixed Remuneration (FR) has purpose to attract and retain Company's employees. This fixed amount of remuneration includes salary, fixed pay allowance and other cash allowances and all are determined based on the role and position of each employee, taking into account the experience, seniority, education, responsibility, and market conditions. On the other hand, the variable remuneration is a performance-based remuneration which motivated and rewards staff members based on their results in relation with the targets set in the beginning of the year. This kind of remuneration is not guaranteed and the BoD has determined a maximum percentage of variable remuneration relative to the fixed remuneration in order to ensure a compliant ratio between these two kinds of remuneration. Although, the maximum limit on variable remuneration set at 100% of fixed salary, the limit could be set at 200% upon shareholders' approval according to the Article 94 of Directive 2013/36/EU.

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

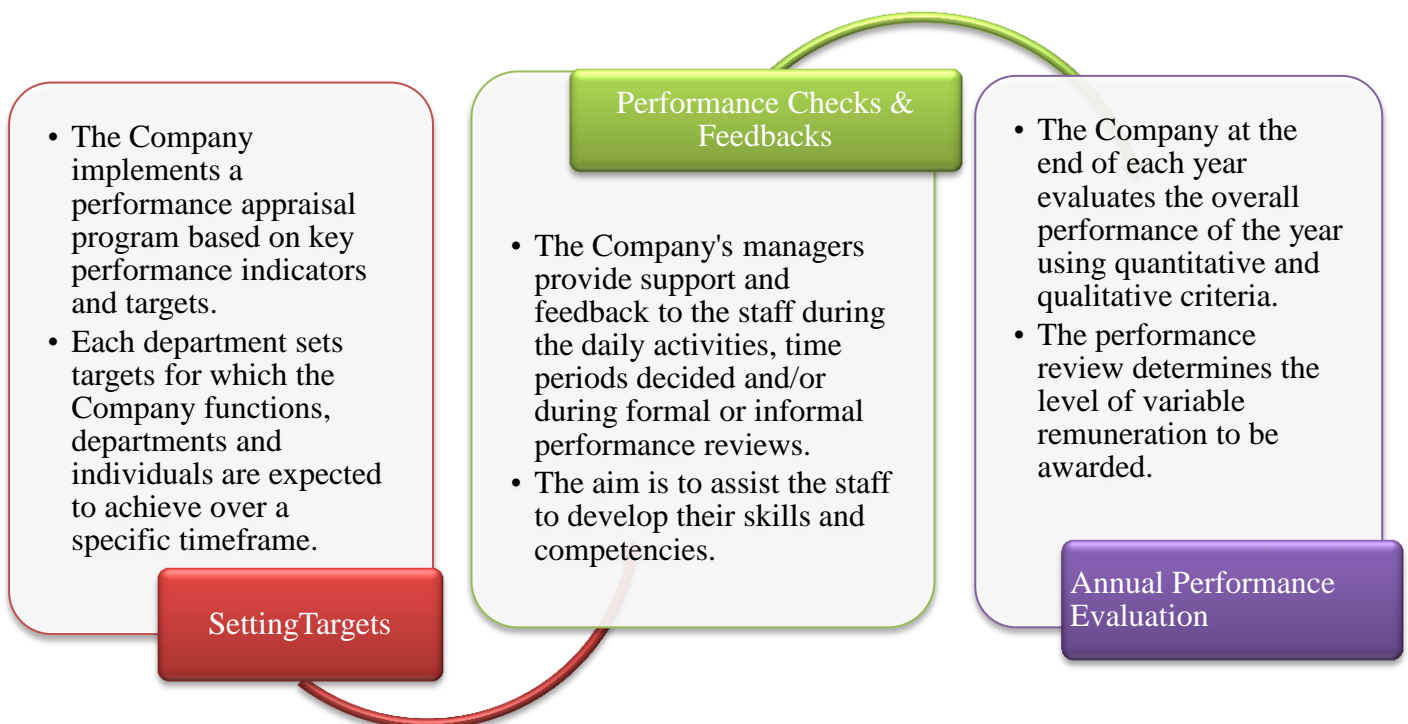
The Company recognizes that its remuneration system have some features that increases the mis-selling risk. Therefore, the Company applies effective mitigation controls for each part of the remuneration system.

## 8.2. Link between the pay and performance

The Company recognises the responsibility that the Staff has in driving its future success and delivering value for the Company and that remuneration is a key component in motivating and compensating its employees. Furthermore, the overall remuneration policy incorporates an annual variable incentive compensation reflecting individual performance and overall performance.

The individual performance is assessed during the annual appraisal process, which establishes objectives for all staff covering both financial and non-financial factors, specific behavioral competencies including compliance and risk management behaviors with regards to the Company's procedures.

Further to the above, the Company implements a performance appraisal method, which is based on a set of Key Performance Indicators, developed for each business unit and its target is to promote the healthy competition amongst personnel, analysis of weak and strong sides of each employee performance-based and give feedback to the staff member in order to motivate them to be improved. At the most of the times, the performance appraisal takes place in a multiyear framework in order to ensure that the appraisal process assess employee's long-term performance. However, sometimes the performance appraisal is performed on medium and short-term basis, and the performance indicators of this type of performance appraisal include quantitative as well as qualitative criteria. The appraisal is being performed as follows:



## 8.3. Remuneration of Senior Management Personnel and Directors

The remuneration policy of the Company is intended to ensure that the Company will attract and retain the most qualified Senior Management Personnel and Directors. As stated above the criteria used for determining the remuneration of the Company's directors are segregated into quantitative and the qualitative criteria.

The quantitative remuneration criteria mostly rely on numeric and financial data such as the Company's performance and the individual performance evaluation and ratings of each member of the staff whose professional activities affect the risk profile of the firm. In addition to the quantitative criteria, the Company has put in place qualitative criteria which include compliance with regulatory requirements and internal procedures, fair treatment of clients and client satisfaction. Moreover, the remuneration of the Company's non-executive directors is fixed and it is set at a level that is market aligned and reflects the qualification and competencies required based on the Company's size and complexity, the responsibilities and the time that the non-executive directors are expected to consume in order to serve the Company. The remuneration of the senior management personnel of the Company, including Board are shown in the following tables:

**Table 21 - Remuneration analysis split by Senior Management and key management personnel**

2018	Executive Directors	Key Management personnel	Non-Executive Directors
<b>Fixed reward</b>	39,493	126,309	27,249
<b>Variable reward</b>	4,322	171,686	0
<b>Total</b>	43,815	297,995	27,249
<b>Fixed and Variable Remuneration Ratio</b>	<b>9.86%</b>	<b>57.61%</b>	<b>0%</b>
<b>Number of beneficiaries</b>	2	2	3

Companies are required to disclose the number of natural persons that are remunerated €1mln or more per financial year, in pay brackets of €1mln, including their job responsibilities, the business area involved and the main elements of salary, bonus, long-term award and pension contribution. Nevertheless, currently there are no natural persons at the Company that are remunerated €1mln or more per financial year and as such the above disclosure is not applicable to the Company. No sign-on payments have been awarded during 2018, while no severance payments were paid during the year. Furthermore, aggregate remuneration analyzed by business area is presented below:

**Table 22 - Aggregate remuneration analysis by business area**

Business Area	Aggregate Remuneration
	€
Control Functions	90,171
Brokerage Department	179,933
Retention Department	33,640
Sales Department	38,066
<b>Total</b>	<b>341,810</b>

\*Control functions include the Executive Directors, Compliance Department, the AML Department and the Risk Manager.