

Policy for Management of Conflicts of Interest

March 2020

This document is a translation of the Danish policy for Management of Conflict of Interest.

In case of any reasonable doubt, the authentic Danish text shall prevail

1. Introduction

- 1.1 This policy ("Policy for the management of conflicts of interest") defines and outlines the guidelines for Formuepleje A/S ("the Company") in relation to conflicts of interest. The policy is based on Section 71(1) No. 6 and Section 101(3) of the Financial Business Act ("FIL"), Section 36 of the Executive Order on Management, Control and Administration of Danish UCITS, Section 23(4) of the Alternative Investment Fund Managers etc. Act ("AIFM") and Article 31 of the Commission Delegated Regulation no. 231/2013 of 19 December 2012, and the Executive Order of organizational requirements for securities traders. The policy is also based on Section 16(2) of Executive Order No. 428 of 9 May 2007 on the Organisational Requirements Applicable to Securities Dealers.
- 1.2 The Company is 100% owned by Formuepleje Holding A/S. The Company is part of the Formuepleje Group, which also includes other financial companies. No conflicts of interest have been found to exist between these companies and their customers, as all the companies work to create value for their customers through the greatest possible risk-adjusted return, and where the overall strategic decisions are made by the management in Formuepleje Holding A/S
- 1.3 The purpose of this policy is to prevent any conflicts of interest from being taken advantage of by the Company or its employees to the detriment of the UCITS and AIFs ("Funds") managed by the Company or of the Company's other customers (collectively referred to as "Customers"), so that the Company acts independently and exclusively in the respective Customer's interest.
- 1.4 The Company's customer base consists of funds under management (UCITS and AIFs) and of retail and professional investors who have typically concluded agreements with the Company for investment advisory services or discretionary portfolio management. The Company has an advisory and secretariat function assigned to it, the main task of which is to service investors, including through investment advisory services, portfolio management and brokerage of orders on behalf of the customer. The Company primarily advises about its own products (the Formuepleje investment fund and the Formuepleje capital funds, as well as Formuepleje's real estate funds), something which customers are informed of prior to any investment service being provided. The Company also has a customer group seeking investment advice or portfolio management on a wider range of financial instruments, which is why this target group is also advised about external products. There are also activities related to institutional investors, who only receive investment services in exceptional cases, in which case the objective is to present these to the company's partners, such as Impax and BNP Paribas.
- 1.5 The Company strives to provide honest, fair and professional service for all Customers, so that conflicts of interest or suspicions thereof are avoided to the greatest extent possible and managed properly should they arise. This policy describes how the Company identifies and manages potential and/or actual conflicts of interest. In addition to this policy, the Company has developed routines and procedures which, in addition to dealing with conflicts of interest, include i.a. rules for securing inside information and effective barriers of information (Chinese Walls).

1.6 Conflicts of interest may arise due to the Company's interests in and affiliation with other customers, counterparties, partners and suppliers, etc. Conflicts of interest may arise i.a. between the Company and its customers, the Company and other companies in the Formuepleje Group and/or between the Company's customers and/or customer groups.

2. **Definitions of conflicts of interest**

The Company has identified a number of circumstances which may give rise to conflicts of interest and, potentially but not necessarily, be detrimental to the Customers' interests. A conflict of interest may arise if the Company, or any person directly or indirectly controlled by the Company or a customer, is likely to be able to achieve financial gain or avoid a financial loss at the expense of a Customer.

3. **Identification of conflicts of interest**

3.1 The Company is part of the Formuepleje Group (the "Group") and must therefore also take into account the factors that can lead to a conflict of interest as a result of the structure and business activities in other parts of the Group, or of collaborative agreements with the other group companies.

3.2 The board has concluded that conflicts of interest may arise in, i.a., the following situations:

1. Advisory services provided to Customers or the performance of discretionary portfolio management for Customers in connection with financial instruments in which the Company or the Group also have self-interest in earnings.
2. The more trades made for Customers, the greater the earnings for the Company in the form of fees.
3. The Company has an interest in spread income (the difference between purchase and sale prices).
4. The Company receives a sales commission for the brokerage of investment products or from third parties in connection with the exercise of an investment service.
5. Trade or advisory services for financial instruments about which employees possess inside information (information which is not publicly known and which could affect the price of a financial instrument if it were publicly available), or other confidential information about matters relevant to customers.
6. Cases in which the remuneration for the Company or the Group and/or the advisor is dependent on the return on the financial instrument, in such a way that there is incentive for the advisor to encourage the Customer to assume excessive risks.
7. If the Company has a financial incentive or another incentive to prioritise a Customer or group of customers above another customer's interests.

8. If the Company and the Customer do not have common interests in the outcome of the service supplied to the Customer.
9. By increasing leverage in the funds managed by the Company, the Company can increase its profits in its capacity as fund manager, at the expense of greater risk.
10. If the Company is remunerated based on results.
11. If the employee's salary depends on the Company's earnings from certain financial instruments.
12. If the Company can achieve financial gain or avoid financial loss at the expense of a Customer.
13. If one or more employees of the Company personally trade in a financial instrument and one of the Company's Customers holds an interest in the same financial instrument, or if an employee holds financial instruments and simultaneously advises Customers or manages Customers' portfolios.
14. If the Company represents a Customer who is selling one or more financial instruments, where other customers are potential buyers of these financial instruments.
15. If the Company represents a Customer who wants to sell/buy one or more financial instruments where the buyer/seller of these is an employee of the Company or the buyer/seller is a company in which an employee of the Company holds a financial interest.
16. If the Company and the Customer do not have a common interest in the Company having access to the registers of shareholders in funds managed by the Company.
17. If the Company gives a discount to the costumers and where there may be a conflicting interest in how big the discount is.

3.3 The above list of conflicts of interest is not exhaustive. It consists of examples of types of situations that will or may involve a conflict of interest.

3.4 In addition to the above, the Company must keep a list of potential conflicts of interest. This includes how potential conflicts of interest have been managed. The Company records such incidents in the incident register.

4. Prevention and management of conflicts of interest

4.1 The Company must treat its Customers properly and operate with a high degree of business ethics and integrity. The Company's employees are expected to display integrity, act legally and professionally, and always take the Customers' interests into account. The Company's board has instructed the executive board that asset management advisors (advisors to retail customers) must not be given sales or bonus targets where different significance is assigned to the Customers choosing products with high or low earnings.

- 4.2 The Company primarily uses its own investment concepts when advising Customers. All investment concepts have a clear declaration of risk/return correlation, and rules are in place to secure that at any given time, relevant information material shall be available in which the Customer is informed about the funds' fee structure (administration, advisory and performance fees). Controls have also been implemented to check whether, in performing their duties, the Company's employees represent the Customer's interests, so that individual investments are only recommended if they are tailored to the Customer's investment profile based on an assessment of appropriateness.
- 4.3 When concluding portfolio management contracts, the Customer must accept any investments in funds that the Company manages itself in writing. Furthermore, in connection with investment services, the Customer must be informed that the advisory service provided by the Company is non-independent.
- 4.4 The Company has generally structured its business in order to prevent and minimise any conflicts of interest, just as instructions and business procedures have been drawn up for managing these should a conflict of interest occur. The Company has adopted the following general guidelines:
- To the extent possible, the Company has been set up with organisationally separate functions to prevent the same individuals or sub-funds being responsible for both the Customers' and the Company's interests, including in the form of organisationally separated functions (Chinese Walls). Meanwhile, internal business processes have been designed in a way that safeguards and sets up procedures for avoiding conflicts of interest.
 - The Company's board has prepared instructions for the executive board on its responsibilities, in order to minimise and prevent conflicts of interest between customer groups.
 - The Company performs checks of whether trading is taking place in breach of the Company's instructions.
 - The Company has prepared an order execution policy and internal business procedures which ensure, and set up procedures to provide Customers with, "best execution".
 - All transactions are concluded on market terms.
 - The Company performs relevant and independent checks of the Company's processes
 - The Company has drawn up a pay policy.
 - Business procedures for the Company's employees' access to and handling of inside and confidential information, so that this knowledge is exclusively accessible to those employees who have a legitimate need for it.
 - Workflows regarding the management of sensitive customer information which ensure that customer information does not spread to areas other than those who are processing it.
 - Provisions establishing that the Company cannot receive cash in any form.
 - Provisions on limitation and records of employees' access to making personal trades.
 - An employee cannot handle cases on behalf of the Company, should they or their closely related persons or companies hold an interest which conflicts with the Company's or its Customers' interests.
 - An established whistle-blower scheme for anonymous reporting.

4.5 The board believes that the potential conflicts of interest set out under point 3.2 may be sought to be resolved in the following way:

Re item 1) Advisory services provided to Customers or the exercise of discretionary portfolio management for Customers in which the Company also has an earning interest.	
<i>Where does the conflict of interest lie?</i>	<i>Management</i>
<p>Conflicting interests between the Company and the Customer. Including through the exercise of self-interest by the Company.</p>	<p>Retail and professional customers:</p> <p>The Company has developed internal procedures and business processes for providing advisory services to the Customer, including a process for advisory services and personal recommendations, which must always be based on the Customer's situation. Appropriateness tests are prepared prior to any personal recommendations. Furthermore, when concluding portfolio management contracts, the Customer must accept any investments in funds that the Company manages itself in writing. A declarations of appropriateness is delivered for retail-costumers.</p> <p>UCITS and AIFs</p> <p>The Company has pre-trade and post-trade checks of all trades, so that it is verified that every transaction is within the limits established by the board, prospect/investor information, the Financial Business Act, etc.</p> <p>The Company has drawn up an Order Execution Policy.</p> <p>Furthermore, brokers' order execution policies which are used are checked prior to appointing a new broker and updating the counterparty list. The PMs have their own procedures for assessing whether a given transaction is in the funds' interest and in accordance with the investment framework. The Company's executive board regularly, and at least every three months, reports to the funds' board.</p>

Re item 2) The more trades made for Customers, the greater the earnings for the Company in the form of fees.	
<i>Where does the conflict of interest lie?</i>	<i>Management</i>
The Company has an incentive to perform frequent trades	The conflict of interest is resolved by the Company not being allowed to receive commission for Customers' trading. Thus, the Company does not receive any commission for trading on behalf of the Company's customers.
Re item 3) The Company has an interest in spread income (the difference between purchase and sales prices).	
<i>Where does the conflict of interest lie?</i>	<i>Management</i>
The Company has an incentive to perform frequent trades	The conflict of interest is resolved by the Company not being allowed to have spread earnings from trading in securities or investment certificates.
Re item 4) The Company receives a sales commission for the brokerage of investment products or from third parties in connection with the performance of an investment service	
<i>Where does the conflict of interest lie?</i>	<i>Management</i>
<p>Receiving brokerage commission may mean that these products are recommended over other products, even if the investment is not appropriate for the Customer in question.</p> <p>This might lead to a distortion, where the Customer's best interest is not represented.</p>	<p>Own products:</p> <p>The Company receives no additional remuneration for the provisioning of its own products (including among others the Formuepleje investment fund, the Formuepleje capital funds and the real estate funds).</p> <p>In connection with the performance of investment services, the Company provides information about the Company not being independent and about advisory services concerning its own products.</p> <p>Advising on external products</p> <p>If fees are received from third parties in connection with an investment service for a customer, the Customer will be informed of this rate in advance. If this happens in connection with the performance of discretionary portfolio management, the customer shall receive reimbursement for any fees that the Company may have received. If this happens in connection with investment advice or the brokerage of an order, the Company will be able to keep this amount, provided that 1) the customer is informed</p>

	<p>of the amount, and 2) the Company can document that the service in question is quality-improving. The Company has developed business processes for handling fees from third parties, including documentation of quality-improvement services.</p>
<p>Re item 5) Trading in, or advisory services concerning, financial instruments about which the employee holds inside information or other confidential information relevant to the Customer.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>Conflicting interests</p> <p>Self-interest of the employee/company.</p>	<p>The Company has prepared business procedures for the handling of inside information in accordance with MAR and Nasdaq issuer regulations. Compliance is responsible for maintaining the permanent insider list and the incident-based insider list.</p> <p>Inside information for the Company's own funds listed on Nasdaq is primarily related to knowledge of NAV (net asset value).</p> <p>In addition to inside information, frequent processing is done of confidential information and information subject to Nasdaq issuer regulations and other disclosure obligations, to which a requirement to disclose as soon as possible applies.</p> <p>Instructions for the board secretariat have been drawn up, stating that all material for the board must be accessed confidentially. Furthermore, it must be ensured that Legal is included in decision points related to the funds in order to assess whether the point is subject to Nasdaq disclosure requirements or whether it may constitute inside information.</p> <p>Chinese Walls have also been ensured, as well as physical separation of employees in the asset management function and employees in the advisory function.</p> <p>In addition, it is noted that the risk of possession of inside information is deemed minimal, as the Company's primary activity is the management of UCITS and AIFs, where price and net asset value are</p>

	<p>calculated on the basis of the underlying assets – which is why actual information that may affect price is minimal. In addition, net asset value is published at least three times daily.</p>
<p>Re item 6) Cases in which remuneration for the Company or the Group and/or the advisor is dependent on the return on the financial instrument in such a way that there is incentive for the advisor to encourage the Customer to assume excessive risks.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>Advice which is not in the Customer's best interest due to the Company's own financial gain.</p> <p>The asset management advisor recommends the products where the Company has the strongest earnings or the products which are closest to HWM.</p>	<p>Fixed and variable remuneration of the Company's advisors (retail) is not dependent on the volume of sales or the return on financial instruments. Thus, the advisor has no incentive to recommend one product over another.</p> <p>The advisor must ensure that appropriateness tests are conducted prior to any personal recommendations to ensure that the Customer is not recommended products which are not appropriate for the Customer. Furthermore, a declaration of appropriateness must also be drawn up and provided to retail customers.</p> <p>The documentation is stored and retained by the Company in CRM. The Secretariat performs ongoing checks of appropriateness tests and declarations of appropriateness.</p> <p>Compliance shall also carry out random checks.</p>
<p>Re item 7) If the Company has a financial incentive or another incentive to prioritise a Customer or group of customers above another Customer's interests.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>Conflict between Customers, or conflicting interests between two Customers, where the Company favours one of these Customers.</p>	<p>There may potentially be interests which mean that it is attractive to the Company to prioritise the needs of one Customer at the expense of another. This interest is best minimised by maintaining documentation of the audit trail.</p> <p>Moreover, Compliance conducts continuous monitoring of the transactions and trades the Company completes on behalf of the Company's Customers.</p>

	<p>The company's board has also provided detailed descriptions of the executive board's responsibilities in the executive board instruction, so that conflicts of interest between the three customer groups (funds on the one hand and retail/professional customers and/or institutional customers on the other) are minimised.</p> <p>In addition, the Company has approved discounts for particularly large customers where this is not considered preferential treatment and does not create conflict with other customers or customer groups. There is full transparency regarding this discount scheme, and one customer will not be given preferential treatment over another.</p>
<p>Re item 8) If the Company and the Customer do not have common interests in the outcome of the service supplied to the Customer.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>The Customer has been sold a product that is not appropriate for the Customer</p>	<p><u>Regarding the Funds:</u> The Company must always follow the board's instructions, prospect/investor information and applicable law. Pre-trade and post-trade checks are performed which are reported to the board at the quarterly board meetings. Risk Management is responsible for reporting, i.a., active and passive breaches to the board.</p> <p><u>Regarding retail and professional customers:</u> The Company has developed internal procedures and business processes for advisory services to the Customer, including a process for advisory services and personal recommendations. Appropriateness tests and declarations of appropriateness (only for retail customers) are drafted ahead of any personal recommendation. The documentation is stored and retained by the Company (in CRM/the customer folder). Furthermore, appropriateness tests are conducted when required by the investor protection regulations.</p>

	<p>Proper archiving of documentation of correspondence with customers is ensured – as appears from CRM/the customer folder.</p> <p>With MiFID II, there is also a requirement of telephone recording of conversations relating to trades.</p> <p>Compliance carries out random checks of proper documentation of customer transactions.</p>
<p>Re item 9) By increasing leverage in the funds managed by the Company, the Company may increase profits in its capacity as fund manager, at the expense of greater risk.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>As asset manager, the Company increases leverage to increase earnings from the fixed fee.</p>	<p>Fees are always calculated from equity, not the balance sheet, which is why the Company cannot increase earnings through increased leverage</p> <p>Furthermore, the funds' boards of directors determine leverage limits within the upper limit for gearing in the articles of association. Changing these must first be approved by the general meeting.</p>
<p>Re item 10) If the Company is remunerated based on results.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>As asset manager, the Company can take unnecessary risks to achieve short-term returns.</p>	<p><u>Regarding the Funds:</u></p> <p>To address this potential conflict of interest, the Company has made provisions determining that the Company may only receive performance fees with the so-called high-water mark regulation. This ensures that there is a focus on long-term returns rather than speculative, short-term returns.</p> <p>Also see item 6.</p> <p><u>Regarding retail and professional customers (except Family Office customers):</u></p> <p>The Company does not receive performance-based fees. The Company does not receive separate fees</p>

	<p>for investment services offered to this customer group.</p> <p>The Company mainly receives a fee for its management and portfolio management of funds under its management. An exception to this is Family Office customers and individual discretionary mandates, who pay for the services the Company provides to these customers and where fee payment and possible performance-based payment appear from agreements with individual customers.</p>
<p>Re item 11) If the employees' salary depends on the Company's earnings from certain financial instruments.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>The Company's asset management advisors recommend the products from which the Company makes the greatest earnings.</p>	<p>The board of the Company has instructed the executive board that asset management advisors (retail) are not to be given sales or bonus targets, where different significance is assigned to the Customers choosing products with low or high earnings.</p> <p>The advisors are not paid based on performance in a way which is contrary to their obligation to act in the best interests of the customers.</p> <p>The Company complies with applicable rules on variable remuneration for customer-facing employees. A pay policy has also been drawn up which is updated regularly; at least annually.</p>
<p>Re item 12) If the Company can achieve financial gain or avoid financial loss at the expense of a Customer.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>When carrying out the transaction.</p>	<p>The Company cannot trade over its own book.</p>
<p>Re item 13) If one or more employees of the Company personally trade in a financial instrument, and if one of the Company's Customers holds an interest in the same financial instrument, or if an employee holds financial instruments and simultaneously advises Customers or manages Customers' portfolios.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>

<p>Conflicting interests between the Company's employee and the Customers.</p> <p>Self-interest among employees.</p>	<p>Internal rules and procedures have been established for the Company's employees, cf., among others, the Guidelines for employees' personal transactions, Policy for speculation and Business procedure for the handling of inside information.</p> <p>Furthermore, Compliance oversees regular random checks of the above documents and compliance therewith.</p>
<p>Re item 14) If the Company represents a Customer who is selling one or more financial instruments and other Customers are potential buyers of these financial instruments.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>Conflicting interests between two Customers, including any preferential treatment of one Customer over another Customer.</p>	<p>There may potentially be interests which mean that it is attractive for the Company to prioritise the needs of one customer at the expense of another. This potential conflict of interest is best minimised by maintaining documentation of the audit trail.</p>
<p>Re item 15) If the Company represents a Customer who wants to sell/buy one or more financial instruments where the buyer/seller is also an employee of the Company, or the buyer/seller is a company in which an employee of the Company holds a financial interest.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>The conflict of interest may arise in situations where an employee wishes to sell a financial instrument – e.g. an investment certificate or a share in a real estate fund offered by the Formuepleje Group – and where the buyer is also a customer of the Company's.</p> <p>Furthermore, there may be potential conflicts of interest in situations where the employee is an employee/board member of the customer.</p>	<p>Ensured through documentation of audit trail.</p> <p>Ensured by such financial instruments not being sold through outreach sales, but only in situations where a customer contacts the Company with a desire to buy the specific financial instruments/real estate fund and where the Company has an employee who wants to sell said product. If an employee wants to communicate shares in an unlisted fund, e.g. a real estate fund, this will either be traded at the acquisition value or NAV according to the most recent annual statement – whichever of these is higher. If an employee wants to sell certificates in one of the listed investment funds, the employee must place the sales order with the secretariat, who brokers the order via market maker and has an obligation to act according to best execution.</p>

	<p>Potential conflicts of interest arising from an employee being an employee/board member of a customer are addressed by not allowing such employees to simultaneously be advisors to the customer. In addition, the executive board must approve such other duties in advance – and in this connection, assess whether there are any conflicts of interest, cf. internal business procedures.</p>
<p>Re item 16) If the Company and the Customer do not have a common interest in the Company having access to the registers of shareholders in funds managed by the Company.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>The Company and its advisors can access information about the Customer's holdings and transactions without the Customer having consented to this.</p>	<p>The Company manages funds which the majority of the Company's Customers have investment or capital fund certificates in. This means that the Company has access to the registers of shareholders for the managing funds.</p> <p>The Company is employed by the funds to, i.a., answer customer queries, which is why it is also believed that there is a legitimate purpose to an advisor being able to access this information: in order to provide the best advice and service to that customer.</p> <p>Through its structure, including internal processes and business procedures, the Company has ensured that information/access is only granted to the circle of persons who are entitled to access the personal information (the Customers' holdings). The Company believes that the group of advisors must have access to information about the customer's holdings, and thus the funds' registries of shareholders, for the sake of advisory services demanded by the customer. The Company's employees may not use the information for outreach sales. Moreover, such information may not be abused by the customer advisors in any way.</p> <p>The Company will not disclose information to consolidated companies or third parties without the</p>

	<p>Customer's consent, and only if such a disclosure is justified under applicable law.</p> <p>The above is also discussed in the company's privacy policy, which is distributed to investors in the funds in connection with investing in the fund in question.</p>
<p>Re item 16) If the Company provides discounts to the Customers and where there may be conflicting interests in how large the discount is.</p>	
<p><i>Where does the conflict of interest lie?</i></p>	<p><i>Management</i></p>
<p>There may be conflicting interests, for example, between the Company and the customer, or the Company and other Customers, and a potential conflict of interest may arise where some Customers are favored at a greater discount than other customers.</p>	<p>The company's Board of Directors has established a discount scheme for larger customers (large customer agreements). The Board of Directors considers that the discount scheme does not pose a significant disadvantage to the other customers or customer groups.</p>

5. Reporting to the executive board

5.1 All potential conflicts of interest must be communicated to the Company's executive board. Furthermore, such must be recorded in the Company's incident register, where compliance and risk assess the potential conflict of interest.

6. Reporting to the board

6.1 Any conflict of interest that has been reported to compliance and the executive board and deemed significant shall be reported to the board of directors at the next board meeting, which includes updating this policy where appropriate.

6.2 The board of directors shall be informed immediately through the chairman when this policy for conflicts of interest cannot or has not been observed.

7. Control of the policy

7.1 Compliance monitors compliance with this policy and assesses whether the Company has the necessary procedures and business processes in place for minimising/managing conflicts of interest. Compliance also assists the executive board where this is deemed necessary.

7.2 Compliance is responsible for keeping records of conflicts of interest (with the incident registry). Furthermore, Compliance must report conflicts of interest to the executive board and board of directors.

8. Updating and following up on the policy

8.1 The policy for the management of conflicts of interest must be reviewed when the board deems it necessary, but at least once annually.

9. Entry into force and signatures

9.1 This policy shall enter into force on 27 March 2020.

Approved by the Board of Directors in Formuepleje A/S on 27 March 2020

The policy is signed digitally by the board after the board meeting.