EXCLUSIVE CHANGE CAPITAL LTD

DISCLOSURE AND MARKET DISCIPLINE REPORT FOR 2022

Based on Audited Financial Statements of the year ended 31 December 2022

May 2023

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The Disclosure and Market Discipline Report for the year 2022 has been prepared as per the requirements of Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014.

Any information that was not included in this report was either not applicable on the Company's business and activities -OR- such information is considered as proprietary to the Company and sharing this information with the public and/or competitors would undermine our competitive position.

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1. Declaration by the Board of Directors on the adequacy of risk management arrangements of the institution

The Disclosure and Market Discipline Report or Pillar 3 Disclosures Report for the year ended 31st December 2022 has been prepared by the Company based on the Audited Financial Statements of 2022; as per the requirements of the IFR issued by the European Commission and the Law. The Company states that any information that was not included in this report was either not applicable on the Company's business and activities or such information is considered as proprietary to the Company and sharing this information with the public and/or competitors would undermine our competitive position.

The Board of Directors is ultimately responsible for the risk management framework of the Company. The Risk Management framework is the sum of systems, policies, processes and people within the Company that identify, assess, mitigate and monitor all sources of risk that could have a material impact on the Company's operations.

The Board of Directors approves in full the adequacy of Risk Management arrangements of the institution providing assurance that the risk management systems in place are adequate with regards to the institution's profile and strategy.

This declaration has been signed by the Board of Directors on 27/04/2023.

2. Regulatory Supervision

All CIFs under CySEC's authority must meet the requirements with respect to capital adequacy and market discipline, as per the below legal framework:

• Law 87(I)/2017 regarding the provision of investment services, the exercise of investment activities and the operation of regulated markets (hereafter "the Law").

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

• Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (Capital Requirements Regulation - CRR).

• Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC (Capital Requirements Directive IV – CRD IV).

• Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014 (Investment Firms Regulation - IFR).

• Directive (EU) 2019/2034 of the European Parliament and of the Council of 27 November 2019 on the prudential supervision of investment firms and amending Directives 2002/87/EC, 2009/65/EC, 2011/61/EU, 2013/36/EU, 2014/59/EU and 2014/65/EU (Investment Firms Directive - IFD).

3. Introduction

3.1. Scope

The scope of this report is to promote market discipline and to improve transparency of market participants. The present report is prepared by *Exclusive Change Capital Ltd* (the "Company"), a Cyprus Investment Firm ("CIF") authorized and regulated by the Cyprus Securities and Exchange Commission (the "CySEC", the "Commission") which operates in harmonisation with the Markets in Financial Instruments Regulation and Directive ("MiFIR" & "MiFID II" respectively).

In accordance with Regulation (EU) 2019/2033 (the Investment Firm Regulation, "IFR"), the Company is required to disclose information relating to its risk management, capital structure and capital adequacy as well as the most important characteristics of the Company's corporate governance.

The information contained in this report is audited by the Firm's external auditors and published on the Company's website on an annual basis. The Company is making the disclosures on a solo basis.

This document is based on and published along the Audited Financial Statements on an annual basis.

3.2. The Company

Exclusive Change Capital Ltd (hereafter the "**Company**") is incorporated in the Republic of Cyprus on November 13th, 2014, as a limited liability company with registration number HE337858 and obtained its license by the Cyprus Securities and Exchange Commission (hereby the "**Commission**") in August 2017 under license number CIF 330/17.

The Company is a Cyprus Investment Firm (hereafter the "**CIF**") and provides the following services to its clientele:

1. act as an agent and principal/market maker to its customers in Contracts for Difference ("**CFDs**") on Currency Pairs, Futures, Commodities, Bonds, Indices, Exchange Traded Funds, Equities and Virtual Assets; and

2. act as intermediary for the Reception and Transmission of Real Stock orders.

On April 26th, 2018, the Company proceeded with a license extension so as to include the investment service of "Individual Portfolio Management". In addition, on April 14th, 2020, the Company proceeded with a license extension so as to include the investment service of "Investment Advice";

On July 06th, 2021, the Company proceeded with a license extension so as to include the investment service of "Dealing on Own Account";

The Company as at the end of the period under review, was authorised by the Commission under license number 330/17 to offer the Investment / Ancillary services and Financial Instruments presented in Error! Reference source not found., pursuant to the provisions of the Investment Services Law.

		Investment Services and Activities									Ancillary Services						
		A1	A2	A3	A4	A5	A6	A7	A8	A9	B1	B2	B3	B4	B5	B6	B7
Financial Instruments	C1	√	√	√	√	√					√	√		√	√		
	C2	√	√	√	√	√					√	√		√	√		
	C3	√	√	√	√	√					√	√		√	√		
	C4	√	√	√	√	√					√	√		√	√		
	C5	√	√	√	√	√					√	√		√	√		
	C6	√	√	√	√	√					√	√		√	√		
	C7	√	√	√	√	√					√	√		√	√		
	C8	√	√	√	√	√					√	√		√	√		
	C9	√	√	√	√	√					√	√		√	√		
	C10	√	√	√	√	√					√	√		√	√		
	C11	-	-	-	-	-					-	-		√	-		

(A) Investment services and activities

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;

4. Portfolio management, and

5. Provision of investment advice.

(B) Ancillary Services

a. Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management and excluding maintaining securities accounts at the top tier level (“central maintenance service”), as referred to in point 2 of Section A of the Annex to Regulation (EU) No 909/2014;

b. Granting credits or loans to an investor to allow him to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction;

c. Foreign exchange services where these are connected to the provision of investment services, and

d. Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments.

(C) Financial Instruments:

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, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash;

5. Options, futures, swaps, forwards 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 other than by reason of 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, a MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled;

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 this Part and not being for commercial purposes, which have the characteristics of other derivative financial instruments;

8. Derivative instruments for the transfer of credit risk;

9. Financial contracts for differences; and

10. Options, futures, swaps, forward-rate agreements and any other derivative contracts relating to climatic variables, freight rates 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 other than by reason of default or other termination event, as well as any other derivative contracts 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, OTF, or an MTF.

The Company's business effectiveness is based on the guidelines of the risk management policies and procedures put in place. The Board of Directors ("BoD"), Internal Audit, Risk Manager, Compliance and Anti-Money Laundering Compliance

Officer control and supervise the overall risk system so that all units charged with risk management perform their roles effectively on a continuous basis.

Furthermore, the Board of Directors and the Senior Management have the overall responsibility for the internal control systems of capital adequacy assessment, and they have established effective processes to ensure that the full spectrum of risks faced by the Company is properly identified, measured, monitored and controlled to minimise adverse outcomes.

As with all Investment Firms, the Company is exposed to a variety of risks and with main categories being credit, market and operational risk. More information can be found in the sections below.

4. Risk Governance

4.1. Risk Management Procedure

Managing risk effectively in an organization, operating in a continuously changing risk environment, requires strong risk management principles. As a result, the Company has established an effective risk oversight structure and the necessary internal organizational controls to ensure that the Company identifies and manages its risks adequately, establishes the necessary policies and procedures, sets and monitors relevant limits and complies with the applicable legislation.

4.2. Risk Management Policy

Risks in the Company are adequately managed through the risk management framework.

The Company shall adopt effective arrangements, processes and mechanisms to manage the risks relating to the Company's activities, processes and systems, in light of the level of risk tolerance implemented. The Risk Management function shall operate independently.

The Company has appointed a Risk Manager who controls and monitors the Company's risks on a regular basis.

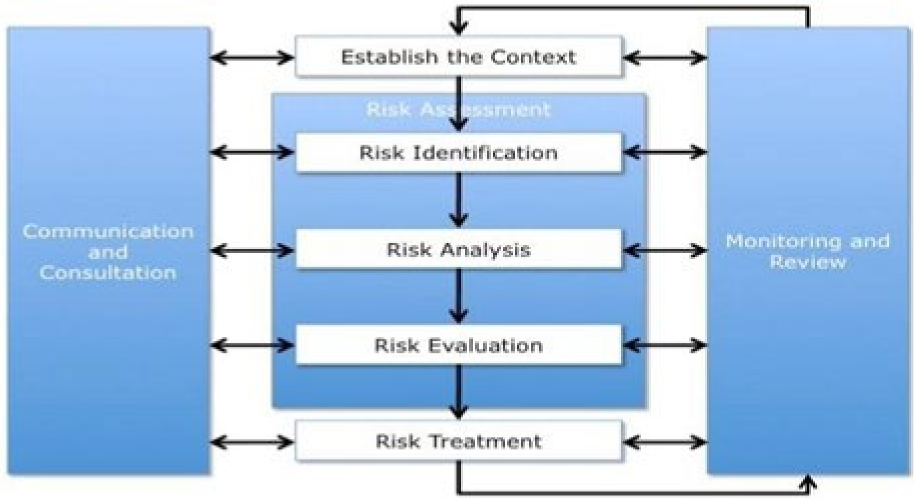
The Risk Management Policy is reviewed and approved at least annually by the BoD. In addition, the ICARA and Annual Risk Management Report are reviewed and approved by the BoD as well as the Risk Management Committee.

Any material risk related issues are discussed during the Risk Management Committee meetings and the relevant minutes are kept by the Company.

Risk management is a responsibility of all, with specific risk responsibilities being allocated to different groups and levels within the Company. Risk management is not a stand-alone discipline but requires integration with existing business processes such as business planning and Internal Audit, in order to provide the Company with the greatest benefits. Risk Management is the culture, processes and structures that are directed towards realizing potential opportunities whilst managing adverse effects.
Risk management is a continual process that involves the following key steps, as indicated in **Figure 1**:

a) Communicate and consult;
b) Establish the context;
c) Identify risks;
d) Analyze risks;
e) Evaluate risks;
f) Treat risks; and
g) Monitor and review.

Figure 1: Risk Management Framework



Although this process is conducted across the entire organization on an annual basis, risk management is not solely an annual process. It should be occurring at all times and in relation to all business activities. Therefore, everyone has a responsibility to continually apply this process when making business decisions and when conducting day-to-day management.

In order to ensure effective risk management, the Company has adopted the "three lines of defence model", with defines the roles and responsibilities towards effective risk management. The segregation of these roles defines the relationship between Risk Management and the other control functions of the Company as illustrated in **Figure 2** below. Moreover, the segregation between the risk management area of intervention and the rest of the organization ensures that undue influence may not be exercised over the persons involved with the risk management activities.

Figure 2: Risk Management Governance structure

<u>First line of defense</u>: Operations and functional level managers are responsible for establishing an effective control framework within their area of operations and identifying and controlling all risks so that they are operating within the organizational risk appetite and are fully compliant with Company policies and where appropriate defined thresholds. This is achieved through the establishment of effective control system of preventative, controlling, detective and mitigating nature; enforced by both systems, processes and people.

Second line of defense: The risk management function is responsible for proposing to the BoD appropriate objectives and measures to define the Company's risk appetite and for devising the suite of policies necessary to control the business risk including the overarching framework for independently monitoring the risk profile and providing additional assurance where required. Risk Management will leverage its 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.

Third line of defense: Comprises the Internal Audit Function which is responsible for providing assurance to the BoD and senior management on the adequacy of design and operational effectiveness of the systems of internal controls.

Implementing an efficient risk management structure is a critical undertaking for the Company, in all businesses, markets and regions in which it operates. The Company's risk management is supervised at the highest level to be compliant with the regulations enforced by CySEC and the European regulatory framework.

The Company operates in the financial services industry and considers the below risks as the most important, hence are continuously monitored in order to be mitigated the soonest possible:

Enterprise Risks

- Credit risk
- Market risk
- Operational risk
- Compliance risk
- Reputational risk
- Strategic risk

IFR-related Risks

- Risk-to-Client (RtC)
- Risk-to-Market (RtM)
- Risk-to-Firm (RtF)
- Concentration Risk

Although the risks mentioned in the lists above are interconnected, for the purposes of these disclosures we will separate them in order to be able to capture all the different components both from a regulatory as well as a general risk perspective.

4.3. Enterprise Risks

4.3.1. Credit Risk

Credit risk corresponds to the risk of losses arising from the inability of the Company's customers, issuers or other counterparties to meet their financial commitments. It mainly arises by the Company's deposits in credit and financial institutions and by assets held from debtors or prepayments made.

Although the capital requirement of Credit Risk has been essentially removed from the own funds requirement reporting under IFR, the company continues to consider Credit Risk as a key risk category under its broader risk management approach and it follows various credit risk mitigation strategies in order to minimize the possibility of occurrence of this risk, such as:

- All Client funds are held in segregated accounts, separated from Company's funds.

- The Company maintains regular credit review of counterparties, identifying the key risks faced and reports them to the Board of Directors, which then determines the firm's risk appetite and ensures that an appropriate amount of capital is maintained.

- In order to maintain its Credit risk to the minimum, the Company is using EU credit institutions for safekeeping of funds and always ensures that the banks it cooperates with have high ratings based on top credit rating agencies (Moody's, S&P or Fitch), it frequently monitors their compliance with the EU regulatory framework and diversifies the funds over several credit institutions thus mitigating the risk exposure efficiently.

Further to the above, the Company has policies to diversify credit risk and to limit the amount of credit exposure (concentration risk) to any counterparty, at all times.

4.3.2. Market Risk

Market risk corresponds to the risk of a loss of value on financial instruments arising from changes in market parameters, the volatility of these parameters and correlations between them. These parameters include but are not limited to exchange rates, interest rates, and the price of securities (equity, bonds), commodities, derivatives and other assets. Market risk mainly arises from:

1. *Position Risk*: It refers to the probability of loss associated with a particular trading (long or short) position due to price changes.

2. *Interest rate risk*: The risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

3. *Commodities Risk*: It refers to the uncertainties of future market values and of the size of the future income, caused by the fluctuation in the prices of commodities. These commodities may be oil, metals, gas, electricity etc.

4. *Foreign Exchange Risk*: It is a financial risk that exists when a transaction is denominated in a currency other than the base currency of the company. The foreign exchange risk in the Company is effectively managed by the establishment and control of foreign exchange limits, such as through the establishment of maximum value of exposure to a currency pair as well as through the utilization of sensitivity analysis.

The Company monitors its market risk exposures regularly and additionally reports them on a quarterly basis to CySEC, as per the Net Position Risk (NPR) method of the K-Factor Requirement of IFR (see the next section for more information).

4.3.3. Operational Risk

Operational risk corresponds to the risk of losses/failure arising from inadequacies or failures in internal procedures, systems or staff, or from external events, including low- probability events that entail a high risk of loss.

The Company has in place processes, management tools and a control infrastructure to enhance the Company-wide control of its operational risk. These include, among others, specific procedures, permanent supervision, business continuity plans, and functions dedicated to the oversight and management of specific types of operational risks, such as fraud, risks related to external service providers, legal risks, information system security risks and compliance risks.

In extend, the management of operational risk is geared towards:

• Maintaining a strong internal control governance framework.

• Managing operational risk exposures through a consistent set of processes that drive risk identification, assessment, control and monitoring.

The Company implements the below mitigation strategies in order to minimize its operational risk and develop risk awareness:

• Provide of adequate information to the Company's management, in all levels,
in order to facilitate decision making for risk control activities

• Implement a strong system of internal controls to ensure that operational losses do not cause material damage to the Company and have a minimal impact on profitability and objectives

• Implement improvements on productivity, efficiency and cost effectiveness, with an objective to improve customer service and protect shareholder value

- Establish a "four-eye" structure and board oversight

- Implement improvements on its methods of detecting fraudulent activities

- Updating its business contingency and disaster recovery plan

Finally, the Senior Management employs specialized tools and methodologies to identify, assess, mitigate and monitor operational risk. To this effect, the following are implemented:

- Incident collection

- Key Risk Indicators

- Business Continuity Management

- Training and awareness

For the calculation of operational risk in relation to the new capital adequacy reporting under IFR the Company uses the Fixed Overhead Requirement (further information can be found in the next section).

4.3.4. Compliance, Reputational and Legal Risks

Compliance risk corresponds to the risk of legal, administrative or disciplinary sanctions or material financial losses, arising from failure to comply with the provisions governing the Company's activities. Compliance means acting in accordance with applicable regulatory rules, as well as professional, ethical and internal principles and standards. Fair treatment of customers, with integrity, contributes decisively to the reputation of the Company.

By ensuring that these rules are observed, the Company works to protect its customers and, in general, all its counterparties, employees, and shareholders.

The Compliance Officer verifies that all compliance laws, regulations and principles applicable to the Company's services are observed, and that all staff respect the codes of good conduct and individual compliance. The Compliance Officer also monitors the prevention of reputational damage, performs compliance controls at the highest level and assists with the day-to-day operations.

Independent compliance policies have been set up within the Company's different
business lines to identify and prevent any risks of non-compliance.

4.3.5. Anti-Money Laundering and Terrorist Financing Risk

Money laundering and terrorist financing risk mainly refers to the risk where the Company may be used as a vehicle to launder money and/or assist/involved in financing terrorism. The Company has in place policies, procedures and controls in order to mitigate the money laundering and terrorist financing risks. Among others, these policies, procedures and controls include the following:

• A risk-based approach that involves specific measures and procedures in assessing, identifying and managing the Money Laundering and Terrorist Financing risks faced by the Company

• Adequate Client due diligence and identification procedures

• Minimum standards of quality of the required identification data for each type of Client (e.g. documents from independent and reliable sources, third party information)

• Obtaining additional data and information from Clients, where this is appropriate and relevant, for the proper and complete understanding of their activities and source of wealth.

• Monitoring and reviewing the business relationship with clients and potential clients of high-risk countries

• Ensuring that the Company's personnel receive the appropriate training and assistance

The Company is frequently reviewing its policies, procedures and controls with respect to money laundering and terrorist financing to ensure top level compliance with the applicable legislation.

4.4. IFR Risks and related requirements

The introduction of IFR, brought significant changes in the way investment firms calculate their capital requirements. As such our Firm has created a separate policy in avoid mixing risks arising from the Company's operations (i.e. Enterprise risks as these are presented in the section above) with risks arising from the revised capital requirements framework, presented below alongside, the rest of the "non-risk" capital requirements.

In line with this, the risks under IFR are collectively refer to as K-Factors. K-Factor requirements (KFR) is a methodology recommended by the European Banking Authority, in order to capture the range of risks which an investment firm is exposed to.

The K-factors essentially replace the CRR credit, market and operational risk approach in order to better calibrate the capital needed to meet the risks of the investment firm.

In addition, the Company benefits from a derogation laid down in Article 32(4) of IFD since it meets both of the below criteria:

a) an investment firm, where the value of its on and off-balance sheet assets is on average equal to or less than €100 million over the four-year period immediately preceding the given financial year; and

b) an individual whose annual variable remuneration does not exceed €50,000 and does not represent more than one fourth of that individual's total annual remuneration.

Consequently, the Company is exempted from the reporting requirements of its investment policy in line with Article 52 of the IFR. The Company's reporting currency is the Euro.

Broadly speaking, K-factors are quantitative indicators or factors which represent the risks that an investment firm can pose to customers, market/liquidity and the firm itself. There are three K-factor groups:

4.4.1. Risk-to-Client (RtC)

The K-factors under RtC capture client assets under management and ongoing advice (K-AUM), client money held (K-CMH), assets safeguarded and administered (K- ASA), and client orders handled (K-COH).

As at 31/12/2022, our firm was exposed to:

	Factor Amount	K-factor Requirement
K-AUM	547,731	110
K-CMH	8,723,765	38,166
K-ASA	13,323	5
K-COH	0	0

4.4.2. Risk-to-Market (RtM)

The K-factor under RtM captures net position risk (K-NPR) in accordance with the market risk provisions of CRR or, where permitted by the competent authority for specific types of investment firms which deal on own account through clearing members, based on the total margins required by an investment firm's clearing member (K-CMG).

As at 31/12/2022, our firm was exposed to:

Market risk capital requirements based on NPR

	K-factor Requirement
Position risk	476,446
Foreign exchange risk	417,811
Commodity risk	12,108
Total (NPR)	906,366

4.4.3. Risk-to-Firm (RtF)

The K-factors under RtF capture an investment firm's exposure to the default of their trading counterparties (K-TCD) in accordance with simplified provisions for counterparty credit risk based on CRR, concentration risk in an investment firm's large exposures to specific counterparties based on the provisions of CRR that apply to large exposures in the trading book (K-CON), and operational risks from an investment firm's daily trading flow (K-DTF).
As at 31/12/2022, our firm was exposed to:

	Factor Amount	K-factor Requirement
K-TCD	N/A	53,580
K-DTF	106,942,449	10,753
K-CON	N/A	No Excess

4.4.4. Liquidity Requirement

Liquidity requirement corresponds to the risk of the Company not being able to meet its cash or collateral requirements as they arise. The Company's primary objective is to ensure the funding of its activities in the most cost-effective way by managing liquidity risk and adhering to regulatory constraints (such as the requirement of always holding a minimum of one third of their fixed overheads requirement in liquid assets). The table below shows the Firm's liquidity requirement as at 31/12/2022.

IFR Liquidity Requirement, as at 31/12/2022

	Amount
Liquidity Requirement	277,692
Client guarantees	0
Total liquid assets	5,693,440
Unencumbered short-term deposits	5,693,440
Total eligible receivables due within 30 days	0
Level 1 assets	0
Level 2A assets	0
Level 2B assets	0
Qualifying CIU shares/units	0
Total other eligible financial instruments	0

4.4.5. Fixed Overhead Requirement (FOR)

Under IFR, the Firm is required to report its Fixed Overhead requirement, essentially substituting the CRR operational risk, calculated as a quarter of the fixed overheads of the preceding year. The table below indicates the calculations used for our reporting:

Fixed Overhead Requirement, as at 31/12/2022

	Amount
Fixed Overhead Requirement	833,075
Annual Fixed Overheads of the previous year after distribution of profits	3,332,302
Total expenses of the previous year after distribution of profits	3,538,302
(-) Total deductions	206,000

4.4.6. Permanent Minimum Capital Requirement (PMC)

The Permanent Minimum Capital Requirement is the initial capital required for authorisation to conduct the relevant investment services set in accordance with the Investment Firm Directive (IFD).

As at 31/12/2022, the Firm's PMC was EUR750,000 for offering the services refer to in the Scope section of this report.

Finally, since the reporting obligation under IFR, started recently, the Firm is collecting information in order to draft a policy in relation to the aforementioned risks and capital requirements. In relation to our most recent reported figures under IFR, please refer to section **Capital Adequacy**.

4.5. Risk Appetite

The Company defines Risk Appetite as the level of risk, by type and by business that the Company is prepared to incur given its strategic targets and is one of the strategic oversight tools available to the Management body.

The positioning of the business in terms of risk/return ratio as well as the Company's risk profile by type of risk are analysed and approved by the BoD. The Company's risk appetite strategy is implemented by the Senior Management in collaboration with the BoD and applied by all divisions through an appropriate operational steering system for risks.

Essential indicators for determining the Risk Appetite are regularly monitored over the year to detect any events that may result in unfavourable developments on the Company's risk profile. Such events may give rise to remedial action, up to the deployment of a recovery plan in the most severe cases.

Throughout the year, **the Company's risk profile has remained within normal/acceptable levels despite effects of recent macroeconomic factors**.

Finally, in regards to the IFR capital requirements, we have revised our regulatory appetite levels as per the below tables:

Revised Risk Appetite levels in response to IFR changes

	Total Ratio
Well Above the limit	> 150%
At the limit	100 % - 150%
Below the limit	< 100%

	Own Funds
Well Above the limit	> 1,000,000
At the limit	750,000 – 1,000,000
Below the limit	< 750,000

4.6. Risk Management Committee

The Risk Management Committee ("RMC") advises the Board of Directors on the overall strategy and the appetite to all kinds of risks and helps the Board to verify that this strategy is implemented. It is responsible for:

- Reviewing the risk control procedures and is consulted about setting overall risk limits
- Reviewing on a regular basis the strategies, policies, procedures and systems used to detect, manage and monitor the liquidity risk and submitting its conclusions to the Board of Directors

- Reviewing the policies in place and the reports prepared to comply with the regulations on internal control

- Reviewing the policy concerning risk management and the monitoring of off- balance sheet commitments, especially considering the memoranda drafted to this end by the without prejudice to the Compensation Committee's missions, reviewing whether the incentives provided by the compensation policy and practices are compatible with the Company's situation with regard to the risks it is exposed to, its share capital, its liquidity and the probability and timing of expected benefits

The committee held 01 meeting in 2022.

4.7. Diversity Policy

The Company recognizes the value of a diverse and skilled workforce and management body, as diversity is an asset to organizations and linked to better economic performance.

We are committed on creating and maintaining an inclusive and collaborative workplace culture that will provide sustainability for the organization into the future.

The Company considers itself diverse in regard to its main workforce and has in place a diversity policy in relation to its management body and all employees.

The Company while assessing diversity should consider the following aspects:

- Educational and professional background: The management body should consist of members of different backgrounds to the financial services sector.

- Gender: The management body should ensure gender balance in order to ensure adequate representation of population.

- Age: The management body should consist of members of different age, so as to ensure adequate representation of population and target market.

• Geographical provenance: The management body should be consistent of members of different jurisdictions to ensure that is collectively has sufficient knowledge and views on the culture, market specificities and legal frameworks of the areas the Company is active in.

In order to facilitate an appropriately diverse pool of candidate for the management body and Key Holders, the Company should ensure that all diversity aspects are taken into consideration in the selection process and equal treatment and opportunities are provided for all staff of different genders, age, etc.

4.8. Board Recruitment

The Company and its shareholders rely on a strong Board of Directors, hence they carefully evaluate the recruitment of all Directors and ensure appropriate succession planning. The persons proposed for the appointment need to have specialised skills and/or knowledge to enhance the collective knowledge of the BoD and most importantly emphasis is given on their commitment in terms of time and effort. The Senior Management is assigned the responsibility to review the qualifications of potential director candidates and make recommendations to the existing BoD to ensure selecting the most appropriate candidate.

The Company considers the following factors (which also form the basis of its BoD recruitment policy):

• Integrity, honesty and the ability to generate public confidence.

• Knowledge of and experience with financial institutions ("fit-and-proper")

• Knowledge of financial matters including understanding financial statements and financial ratios
• Demonstrated sound business judgment.

• Specialised skills and/or knowledge in accounting, finance, banking, law, business administration or related subjects

4.9. Remuneration

Remuneration refers to payments or compensations received for services or employment. The Company's remuneration system includes the base salary and bonuses or other economic benefits that an employee or executive may receive during employment. These benefits are frequently reviewed in order to always be appropriate to the CIF's size, internal organization and the nature, scope and complexity of its activities.

The Company's remuneration policy is designed to regulate the benefits of all employees with particular focus on those categories of staff whose professional activities have a material impact on its risk profile, such as the Senior Management, Heads of the Departments and the members of the Board of Directors. In the case of the latter, the remuneration policy is designed in such a way as to provide the right incentives to achieve the key business aims of the Company. Aggregate Remuneration for 2022 broken down by business area.

€ thousands	No. of staff	Fixed	Variable	Non-cash	Total
Board of Directors	2	204,000	-	-	204,000
Senior Management (Excluding Board Members)	0	-	-	-	-
Heads of Departments (Excluding Board or Senior Members)	10	338,327	-	-	338,327
Members of staff whose actions have a material impact on the risk profile of the institution and other staff	11	199,913	-	-	199,913
Grand Total	23	742,240	-	-	742,420

4.10. Directorships held by Members of the Management Body

The Company's members of the Management Body, and in particular of the non-Executive positions, are often experienced professionals and businessmen that are invited to participate in other corporate boards. In line with this, the Company is responsible to approve and monitor such individuals in terms of conflicts of interest. In 2022, the following table summarizes the number of positions that each member holds:

Directorships held by Members of the Management Body in 2022

Name	Position in the Firm	Executive Directorships	Non-Executive Directorships
Viktor Mark Madarasz	Executive	1	0
Lambros Lambrou	Executive	1	0
Stephanos Stephanou	Independent Non-Executive	1	4
Yiannis Papamichael	Independent Non-Executive	1	1

5. Capital Adequacy

Capital management and adequacy of liquid funds is a paramount priority for the Company. The Company continuously monitors its capital reserves and risk exposures. This is currently performed in accordance with the Investment Firms Regulation (IFR).

5.1. Regulatory Capital

In line with the International Financial Reporting Standards (IFRS) and IFR, the Company's regulatory capital mainly consists of Common Equity Tier 1 Capital, composed primarily of ordinary shares and related share premium accounts and retained earnings.

In some cases, additional capital tiers can come into force such as the Tier 2 Capital which could introduce the use of loans to support the business and operational capital. Such loans are highly regulated and are always subordinated to other claims.

5.2. Capital Ratio

The capital (adequacy) ratio is a key metric for a financial institution and is calculated by comparing the institutions' own funds with the highest of the three Capital Requirements (K-Factor Requirement, Fixed Overhead Requirement and Permanent Minimum Capital Requirement) as mentioned in **IFR Risks and related requirements** section. The calculations always follow a strict set of rules as defined by IFR. The minimum Total Capital Ratio that must be maintained **AT ALL** times is 100%.

As at 31/12/2022, the Company had a Total Capital Ratio of 652.06%.

5.3. Capital Management

As part of managing its capital, the Company ensures that its solvency level is always compatible with the following objectives:

- Maintaining its financial solidity and respecting the Risk Appetite targets
- Adequate allocation of capital among the various business lines according to the Company's strategic objectives
- Maintaining the Company's resilience in the event of stress scenarios
- Meeting the expectations of the regulator and shareholders

The Company determines its internal capital adequacy thresholds in accordance with the above and the Senior Management is tasked to monitor the capital on a constant basis.

The Company's policy on capital management is focuses on maintaining the capital base sufficient in order to keep the stakeholder confidence and to secure the future development of the Company. Capital adequacy and the use of the regulatory capital are monitored by the Company's management through its ICARA and ILARA. The Company is further required to report on its capital adequacy quarterly to Commission. The Senior Managmenet monitors such reporting and has policies and procedures in place to help meet the specific regulatory requirements. All reports are submitted to the Regulator within the deadlines set out.

Since the Company is a Class 2 investment firm, it shall at all times have own funds in accordance with Article 9 of the IFR which amount to at least D, where D is defined as the highest of the following:

1. the Fixed Overheads Requirement ("FOR") calculated in accordance with Article 13 of the IFR;

2. the Permanent Minimum Capital Requirement ("PMR") in accordance with
Article 14 of the IFR; and

3. their K-FACTOR REQUIREMENT ("KFR") calculated in accordance with Article 15
of the IFR.

Below you may find the latest results reported for 2022:

Capital Adequacy/Own Funds Requirements

€	Dec 31, 2022 (Audited)
CET1 Capital	6,579,181
Tier 1 Capital	6,579,181
Total Capital	6,579,181
Permanent Minimum Capital (PMC)	750,000
Fixed Overhead Requirement (FOR)	833,075
K-Factor Requirement (KFR)	1,008,981
Requirement Used	KFR
Total Own Fund Requirement	1,008,981
Total Ratio	652.06%
CET1 Ratio	652.06%

EU IF CC1.01 - Composition of regulatory own funds (Investment firms other than small and non- interconnected)

	Amounts	Source based on reference numbers/letters of the balance sheet in the audited financial statements
Common Equity Tier 1 (CET1) capital: instruments and reserves		
OWN FUNDS	6,579,181	N/A
TIER 1 CAPITAL	6,579,181	N/A
COMMON EQUITY TIER 1 CAPITAL	6,579,181	N/A
Fully paid up capital instruments	14,170	501101

Share premium	6,924,512	501102
Retained earnings	-3,765,179	521501 521502 521503 521504 521505
Accumulated other comprehensive income	0	N/A
Other reserves	3,684,616	522506
Minority interest given recognition in CET1 capital	0	N/A
Adjustments to CET1 due to prudential filters	0	N/A
Other funds	0	N/A
(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	-214,668	N/A
(-) Own CET1 instruments	0	N/A
(-) Direct holdings of CET1 instruments	0	N/A
(-) Indirect holdings of CET1 instruments	0	N/A
(-) Synthetic holdings of CET1 instruments	0	N/A
(-) Losses for the current financial year	-214,668	N/A
(-) Goodwill	0	N/A
(-) Other intangible assets	0	N/A
(-) Deferred tax assets that rely on future profitability and do not arise from temporary differences net of associated tax liabilities	0	N/A
(-) Qualifying holding outside the financial sector which exceeds 15% of own funds	0	N/A
(-) Total qualifying holdings in undertaking other than financial sector entities which exceeds 60% of its own funds	0	N/A
(-) CET1 instruments of financial sector entites where the institution does not have a significant investment	0	N/A
(-) CET1 instruments of financial sector entities where the institution has a significant investment	0	N/A
(-) Defined benefit pension fund assets	0	N/A
(-) Other deductions	0	N/A
ADDITIONAL TIER 1 CAPITAL	0	N/A
Fully paid up, directly issued capital instruments	0	N/A
Share premium	0	N/A
(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0	N/A
(-) Own AT1 instruments	0	N/A
(-) Direct holdings of AT1 instruments	0	N/A
(-) Indirect holdings of AT1 instruments	0	N/A
(-) Synthetic holdings of AT1 instruments	0	N/A

(-) AT1 instruments of financial sector entities where the institution does not have a significant investment	0	N/A
(-) AT1 instruments of financial sector entities where the institution has a significant investment	0	N/A
(-) Other deductions	0	N/A
Additional Tier 1: Other capital elements, deductions and adjustments	0	N/A
TIER 2 CAPITAL	0	N/A
Fully paid up, directly issued capital instruments	0	N/A
Share premium	0	N/A
(-) TOTAL DEDUCTIONS FROM TIER 2	0	N/A
(-) Own T2 instruments	0	N/A
(-) Direct holdings of T2 instruments	0	N/A
(-) Indirect holdings of T2 instruments	0	N/A
(-) Synthetic holdings of T2 instruments	0	N/A
(-) T2 instruments of financial sector entities where the institution does not have a significant investment	0	N/A
(-) T2 instruments of financial sector entities where the institution has a significant investment	0	N/A
Tier 2: Other capital elements, deductions and adjustments	0	N/A

EU IFCC2: Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements

		Balance sheet as in published/audited financial statements	Under regulatory scope of consolidation	Cross reference to EU IF CC1
		As at period end	As at period end	
Assets - *Breakdown by asset classes*				
1	Cash, cash balances at central banks and other demand deposits	5,932,024	N/A	101561
2	Intangible assets	-	N/A	N/A
3	Other assets	663,776	N/A	N/A
4	Tangible assets	240,521	N/A	N/A
	Total Assets	**6,836,321**		
Liabilities - *Breakdown by liability classes*				

1	Other liabilities	10,628.51	N/A	N/A
	Total Liabilities	**10,628.51**		
	Shareholders' Equity			
1	Capital	14,170	N/A	501101
2	Share premium	6,924,512	N/A	501102
3	Other reserves	3,684,616	N/A	522506
4	Retained earnings	(3,979,847)	N/A	521501 521502 521503 521504 521505
	Total Shareholders' equity	**6,643,451**		

EU IF CCA: Own funds: main features of own instruments issued by the firm

Issuer	Company
Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	N/A
Public or private placement	Private
Governing law(s) of the instrument	Cyprus Companies Law
Instrument type (types to be specified by each jurisdiction)	Ordinary Shares and Shares issued at a premium
Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	EUR6,9
Nominal amount of instrument	EUR1
Issue price	EUR1
Redemption price	N/A
Accounting classification	Shareholders' equity
13	30/04/2014
Perpetual or dated	Perpetual
Original maturity date	N/A
Issuer call subject to prior supervisory approval	No
Optional call date, contingent call dates and redemption amount	N/A
Subsequent call dates, if applicable	N/A
Coupons / dividends	
Fixed or floating dividend/coupon	Floating
Coupon rate and any related index	N/A
Existence of a dividend stopper	No
Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary
Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary
Existence of step up or other incentive to redeem	No

Noncumulative or cumulative	Noncumulative
Convertible or non-convertible	Noncumulative
If convertible, conversion trigger(s)	N/A
If convertible, fully or partially	N/A
If convertible, conversion rate	N/A
If convertible, mandatory or optional conversion	N/A
If convertible, specify instrument type convertible into	N/A
If convertible, specify issuer of instrument it converts into	N/A
Write-down features	YES
If write-down, write-down trigger(s)	Following the liquidation CBCy and provisions of Resolution Law
If write-down, full or partial	Always Fully
If write-down, permanent or temporary	Permanent
If temporary write-down, description of write- up mechanism	N/A
Non-compliant transitioned features	No
If yes, specify non-compliant features	N/A
Link to the full term and conditions of the instrument (signposting)	N/A

5.4. Internal Capital Adequacy Assessment Process

The Internal Capital Adequacy Assessment Process ("ICAAP") requires institutions to identify and assess risks, maintain enough capital to face these risks and apply appropriate risk-management techniques to maintain adequate capitalization on an ongoing and forward-looking basis, i.e., internal capital supply to exceed internal capital demand.

The Company maintains compliance with the ICAAP as required under CRR and will transition to the revised ICARA requirements under IFR within the current year.

The ICAAP also serves as a stress testing tool used by the Company to rehearse the business response to a range of scenarios, based on variations of market, economic and other operating environment conditions. Stress tests are performed for both internal and regulatory purposes and serve an important role in:

- Understanding the risk profile of the Company
- The evaluation of the Company's capital adequacy in absorbing potential losses under stressed conditions (This takes place in the context of the Company's ICAAP on an annual basis)
- The evaluation of the Company's strategy

• The establishment or revision of risk limits

In our ICAAP report for 2022, no significant risk signals have been detected and the Company was adequately capitalised (with Pillar 2 Own Funds at EUR 6,667,000 and combined Capital Ratio at 406.35%), however we remain diligent in order to mitigate any unexpected risks.

6. Regulatory Reporting

In line with the regulatory requirements, the Company has been able to maintain a good reporting flow, as it can be seen below:

Annual Reporting Summary for 2022

Report	Responsible Person	Recipients	Frequency	Due Date
Annual Compliance Report	Compliance Officer	BoD, CySEC	Annual	30/04/2023
Annual Internal Audit Report	Internal Auditor	BoD, CySEC	Annual	30/04/2023
Annual Risk Management Report	Risk Manager	BoD, CySEC	Annual	30/04/2023
Annual Anti-Money Laundering Compliance Report	AML Compliance Officer	BoD, CySEC	Annual	31/03/2023
Pillar III Disclosures (Market Discipline and Disclosure	Risk Manager	BoD, CySEC, Public	Annual	30/04/2023
Financial Reporting	External Auditor	BoD, CySEC	Annual	30/04/2023
IFR Capital Adequacy Reporting	Risk Manager / Accounting	Senior Management, CySEC	Quarterly	11/05/2022 11/08/2022 11/11/2022 11/02/2023