

Conflicts of Interest Policy

RIA Capital Markets Ltd (“RIA”)

DOCUMENT OWNER:		Compliance Officer		
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VERSION	REVISION DATE	SECTION REVISED	REASON FOR REVISION	DESCRIPTION OF REVISION
1	9 October 2025	Document control , most sections	Document control shown in the policy , full review of conflicts and how managed	Document control shown in the the policy, update of details of conflicts identified and management

1. Introduction and Background

It is important to identify and effectively prevent or manage conflicts of interest which arise or may arise in the course of providing a service and carrying out regulated activities, as their existence may lead to material risk of damage to a client's interests.

RIA Capital Markets Limited ("RIA" or "the Firm") is a limited company which is authorised and regulated by the FCA to undertake brokerage activities on both an agency and principal basis.

RIA aims to prevent conflicts from adversely affecting clients, maintain market integrity, and protect the firm's reputation. And this policy document sets out RIA's framework for identifying, managing, and mitigating conflicts of interest arising in the course of the firm's business activities.

The firm will also maintain a Conflicts of Interest Register regarding the kinds of investment or services carried out on behalf of the firm in which a conflict of interest entailing a risk of damage to the interest of one or more clients has arisen or, in the case of an ongoing service or activity, may arise.

This policy and the register will be amended and updated at any time if any material change occurs and will be reviewed on at least an annual basis.

2. FCA Rules

The Financial Conduct Authority ("FCA") sets out obligations in SYSC 10 and Principle 8 to which this document is prepared.

Whilst the FCA rules are important to be adhered to by all of RIA's staff, they are non-exhaustive, and certain other additional rules may apply to readers who are members of professional associations, or by virtue of their job role. Failure to follow any of the rules whether by express breach, or failure to follow any of the spirit of identifying, mitigating and managing conflicts of interest may also be a breach of an employment contract. Disciplinary action may be taken by RIA, or in serious cases by the FCA.

3. Scope

This policy applies to:

- All employees, directors and relevant third parties
- All business activities
- All clients

4. Conflicts of Interest

A conflict of interest arises where the firm, an employee, or a third-party provider has interests that may:

1. Influence the objective performance of duties for a client
2. Cause an employee to favour one client over another
3. Lead to misuse of inside information or other privileged information

5. Responsibilities

Board/Senior Management: Ensure policies and controls are in place and effective

Compliance Officer: Maintain the Conflicts of Interest Register, provide guidance, monitor compliance

and report breaches

Employees: Identify and report conflicts promptly and comply with mitigation procedures

6. Identifying situations where a conflict may arise

RIA has identified that conflicts may arise from the following:

1. **Personal Account Dealing:** Employees holding securities in their own accounts
2. **Outside Business Interests:** Consulting, employment, or advisory roles outside the firm
3. **Gifts & Hospitality:** Anything received from or given to clients, counterparties, or providers
4. **Proprietary Trading:** Firm trading in the same instruments as clients
5. **Inducements:** Receiving benefits from or giving to counterparties or providers
6. **Conflicting Client Interests:** Opposing client orders in the same instrument
7. **Use of Inside Information:** Access to non-public material information
8. **Use of Third-Party Providers:** Receiving preferential treatment, inducements, or incentives
9. **Dealing errors:** Situations where correcting errors could create tension between firm and client interests
10. **Staff remuneration:** Incentive structures that could influence staff to prioritise firm interests over clients

7. Prevention and Management

7.1 Key Controls

The firm manages conflicts using the following key controls:

- **Policies & Procedures:** Documented standards for order handling, best execution, and allocation.
- **Information Barriers:** Restrict access to confidential or inside information.
- **Personal Account Dealing:** Staff must obtain pre-approval for personal trades and comply with dealing restrictions.
- **Gifts & Hospitality:** All material gifts and hospitality must be declared and approved.
- **Outside Business Interests:** Staff must disclose and obtain approval before engaging in outside business activities.
- **Third-Party Oversight:** Due diligence and monitoring of third-party providers
- **Error Management:** Procedures to report, investigate, and resolve dealing errors fairly.
- **Remuneration Oversight:** RIA's Remuneration Policy is designed to ensure that staff incentive structures do not create conflicts
- **Escalation:** Any actual or potential conflict must be reported immediately to Compliance.

7.2 Disclosure

In certain cases, and always as a measure of last resort, RIA will disclose the general nature and/or source of potential or actual conflicts to its client in writing before undertaking business on its behalf.

The disclosure will be made in a durable medium and it will include sufficient detail, taken into account the nature of the client, to enable the client to make an informed decision with respect to the service. The disclosure will state the organisational and administrative arrangements established by the investment firm to prevent or manage that particular conflict are not sufficient to ensure, with reasonable confidence, that the risk of damage to the interest of the client will be prevented. The description will explain the general nature and sources of conflicts of interest, as well as the risk to the client that arise as a result of the conflict and the steps taken to mitigate that risk.

RIA is aware that over-reliance on disclosure is not permitted under UK MiFID regulations and the firm will use it as a measure of last resort.

If it is not possible to avoid or manage a conflict of interest, RIA may have no choice but to decline to provide the service requested.

7.3 Conflict Awareness and Culture

In addition to the above specific measures taken to prevent or detect conflicts of interest, the RIA Board fully support the development of a culture of conflict prevention and management at all levels of the organisation. This includes the following measures:

- Inclusion of conflicts of interest training as part of RIA's induction and ongoing staff training and development;
- Compliance Officer monitoring of controls to identify and manage conflicts of interests;
- Annual review by Board of conflicts of interest drivers and matters arising;
- Annual review and update of the Conflicts of Interests Policy to ensure that all new potential conflicts are being addressed;
- Regular signed declaration by staff confirming their observance of RIA's compliance rules including those on conflicts of interests.

8. Record Keeping

Following SYSC 10.1. RIA will keep and regularly update a written record of the kinds of investment or ancillary services or activities carried out by or on behalf of the firm in which a conflict of interest entailing a material risk of damage to the interests of one or more clients has arisen or, in the case of an ongoing service or activity, may arise. These records, that will take the form of a register, will be held for a minimum of five years from the date of creation and are maintained on an ongoing basis by the Compliance Officer.

9. Reporting

Conflicts of Interest situations or potential conflicts situations should be reported to the Compliance Officer immediately.