



# ORDER EXECUTION AND HANDLING POLICY AND PROCEDURES

COMPLIANCE DEPARTMENT

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## 1. INTRODUCTION

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1.1 GPB Financial Services Ltd (“**GPBFS**” or “the Company”) is authorised by the Cyprus Securities & Exchange Commission (“**CySEC**”) under number 113/10 to offer financial services.

1.2 The Markets in Financial Instruments Directive (Directive 2014/65/EU) (“**MiFID II**”), the Markets in Financial Instruments Regulation (EU) No 600/2014 (“**MiFIR**”), and other relevant regulations and guidelines issued by the European Securities and Markets Authority (“**ESMA**”) and/or CySEC (hereinafter collectively referred to as the “**MiFID II framework**”) impose a general obligation on GPBFS, when providing investment services, or where appropriate, ancillary services to Clients, to act honestly, fairly and professionally in accordance with the best interests of its Clients. More specifically, MiFID II framework requires GPBFS to establish and implement a policy and arrangements in order to take all sufficient steps to obtain the best possible result for its Clients when executing or transmitting Client orders for execution.

1.3 In this respect, GPBFS has established this Order Execution and Handling Policy (“the Policy”) and a robust framework comprising of, amongst others, procedures, processes, controls, monitoring processes, and reporting channels to achieve the best possible result for its Clients on a consistent basis.

## 2. PURPOSE OF THE POLICY

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2.1 The purpose of this Policy is to summarize the arrangements established by GPBFS including the factors and processes that GPBFS will apply to meet its order execution and transmission obligations and in particular how it will identify and utilize execution factors when executing or transmitting Client orders relating to Financial Instruments for compliance with the MiFID II framework. This Policy describes how orders will be executed by the Company for Clients as well as provides information on the general order handling process followed by GPBFS.

2.2 A Summary of this Policy is available on the Company’s website at <https://www.gpbfs.com.cy/mifid>.

2.3 This Policy is not intended to cover all eventualities and all circumstances that may be relevant to a particular order placed with GPBFS. It is designed to serve as appropriate disclosure of the principles underpinning the order execution and transmission process that GPBFS will follow for orders which a Client instructs it to execute or to pass for execution.

### 3. DEFINITIONS

Term	Definition
<b>Client</b>	Client means any natural or legal person to whom an investment firm provides investment or ancillary services.
<b>Direct Electronic Access (“DEA”)</b>	Direct Electronic Access means an arrangement where a member or participant or client of a Trading Venue permits a person to use its trading code so the person can electronically transmit orders relating to a Financial Instrument directly to the Trading Venue and includes arrangements which involve the use by a person of the infrastructure of the member or participant or client, or any connecting system provided by the member or participant or client, to transmit the orders (direct market access) and arrangements where such an infrastructure is not used by a person (sponsored access).
<b>Dealing on own account</b>	Dealing on own account means trading against proprietary capital resulting on the conclusion of transactions in one or more Financial Instrument.
<b>Execution of orders on behalf of clients</b>	Execution of orders on behalf of clients means acting to conclude agreements to buy or sell one or more Financial Instruments on behalf of clients.
<b>Execution Venue</b>	Execution venue includes a Regulated Market, an MTF, an OTF, a systematic internaliser, or a market maker or other liquidity provider or an entity that performs a similar function in a third country to the functions performed by any of the foregoing.
<b>Financial instruments</b>	Financial instruments are the instruments included in Appendix I of this Policy.
<b>Market Maker</b>	A market maker means a person who holds himself out on the financial markets on a continuous basis as being willing to deal on own account by buying and selling Financial Instruments against that person’s proprietary capital at prices defined by that person.
<b>Multilateral Trading Facility (“MTF”)</b>	A Multilateral Trading Facility means a multilateral system, operated by an investment firm or a market operator, which brings together multiple third-party buying and selling interests in Financial Instruments – in the system and in accordance with non-discretionary rules – in a way that results in a contract in accordance with MiFID II.
<b>Organised Trading Facility (“OTF”)</b>	An Organised Trading Facility means a multilateral system which is not a Regulated Market or an MTF and in which multiple third-party buying and selling interests in bonds, structured finance products, emission allowances or derivatives are able to interact in the system in a way that results in a contract in accordance with MiFID II.
<b>Over the Counter (“OTC”)</b>	Over the counter trading is a method of trading that does not take place on an organised venue such as a Regulated Market, an MTF or an OTF. It can take various shapes from bilateral trading to via permanent structures (such as systematic internalisers and broker networks).

Term	Definition
<b>Professional Client</b>	Professional Client means a Client meeting the criteria laid down in Annex II of MiFID II.
<b>Regulated Market (“RM”)</b>	Regulated Market means a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in Financial Instruments – in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the Financial Instruments admitted to trading under its rules and/or systems, and which is authorized and functions regularly and in accordance with MiFID II.
<b>Systematic Internalize</b>	Systematic internalize means an investment firm which, on an organised, frequent systematic and substantial basis, deals on own account when executing client orders outside a Regulated Market, an MTF or an OTF without operating a multilateral system.
<b>Trading Venue</b>	Trading venue means a Regulated Market, an MTF or an OTF.

## 4. SCOPE/APPLICATION

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### CLIENTS

4.1 This Policy applies to **Professional** Clients of GPBFS. This Policy does not apply in the following cases:

- Where the Client is classified as an Eligible Counterparty;
- Where the Client order concerns a specific class of Financial Instrument (as defined in Appendix 1 of this document) in respect of which GPBFS has agreed as per Client's request to be treated as an Eligible Counterparty.

### PRODUCTS

4.2 The Company's obligations under this Policy relate to relevant MiFID II business conducted in relation to Client orders for Financial Instruments listed in Appendix 1 of this Policy ("**Financial Instruments**").

### SERVICES

4.3 The Company's relevant MiFID II business subject to this Policy relate to the following activities:

- Execution of orders on behalf of Clients; and
- Reception and transmission of Client orders for execution.

4.4 The Company will execute an order (i.e. conclude a transaction) under the following trading capacities as defined in MiFID II framework:

- **Dealing on own account:** a transaction where the Company may be acting purely to action its own proprietary trades or may be acting on own account with a view to filling orders received from a Client. Dealing on own account with Clients is considered as the execution of Client orders, and subject to best execution obligations.
- **Matched Principal:** a transaction where the Company interposes itself between the buyer and the seller to the transaction in such a way that is never exposed to market risk throughout the execution of the transaction. In such case, the Policy will apply where the Company has discretion over how the order will be executed.
- **Any other capacity:** all other activities than the above, including, in particular, where the activity is taking place on an agency basis. In such case, the Policy will apply where the Company has discretion over how the order will be executed.

4.5 The Company may decline to act for a Client or accept Client's instructions in cases where the Company is unable to manage the risk of providing best execution or act in the best interest for a Client in relation to a specific transaction, e.g. due to unclear instructions, market conditions, or factors beyond the control of the Company. In such circumstances the Company shall inform Clients prior to accepting Client instructions that it will be unable to provide best execution or act in the best interest and will provide Clients with a summary of the justification for this decision.

## LEGITIMATE RELIANCE

4.6 For **Professional Clients**, the Company will follow some general rules (the Four Fold Cumulative Test) published by the European Commission in order to determine whether the Client is placing legitimate reliance, which includes:

- *which party initiates the transaction* (e.g. where Clients initiate the transaction it is less likely that they are placing legitimate reliance on the Company);
- *the market practice and the existence of a convention for Clients to “shop around”* (e.g. where market practice for a particular asset class or product suggests that Clients will have access to various providers and the ability to “shop around”, it is less likely that the Clients will be placing legitimate reliance on the Company);
- *the relative levels of price transparency within the market* (e.g. if pricing information is transparent and accessible to the Client, it is less likely that Clients will be placing legitimate reliance on the Company); and
- *the information provided by the Company about its services and the terms of agreement reached between the Client and the Company* (e.g. where the Company and the Client reach an understanding that the Client is not placing legitimate reliance on the Company).

An indicative diagram illustrating the approach followed by the Company is provided in Appendix 2 of this Policy for reference.

## CLIENT SPECIFIC INSTRUCTIONS

4.7 Where the Client has given the Company a specific instruction in relation to the entire order, or any aspect of the order, the Company's best execution / interest obligation will be considered to be discharged by virtue of the fact that the Company is following Client's specific instruction. While the Company will not solicit specific instructions from Clients, it may ask the Client to express a preference between identified potential Execution Venues, provided the use of those venues is consistent with this Policy. Company will not provide Clients with advice in relation to any orders Clients propose to place with the Company. If the Client provides specific instructions in respect of part of the order only, the Company will apply this Policy to the remainder of the order.

**WARNING: By following specific instructions from Clients, the Company may be prevented from taking the steps it has designed and implemented as described in this Policy to obtain the best possible result for the execution or transmission of those orders in respect of the elements covered by those instructions.**

## 5. DELIVERING BEST EXECUTION AND BEST INTEREST

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### BEST EXECUTION AND BEST INTEREST OBLIGATION

5.1 The overarching obligations stemming from MiFID II framework when carrying out the following activities are:

- Execution of orders on behalf of Clients: The Company has an obligation to execute orders on terms most favorable to its Clients (the “**best execution obligation**”).
- Reception and transmission of Client orders for execution: The Company has a duty to act in accordance with the best interest of its Clients (the “**best interest obligation**”).

5.2 It is noted however that where the Company provides the service of reception and transmission of Client orders and also executes the orders received, the best execution obligation shall apply.

5.3 For purposes of complying with the above obligations, the Company is required to take “all sufficient steps” to obtain the best possible result for its Clients, taking into account price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to order execution.

5.4 The overarching requirement to take “all sufficient steps” (as described above) means that the Company will verify on an on-going basis that its execution arrangements are implemented throughout the different stages of the order execution process, and appropriate remedial actions will be taken where applicable, if any deficiencies are detected.

5.5 The Company is considered to have satisfied its obligation to take “all sufficient steps” to obtain the best possible result for the Client, to the extent that it follows specific instructions from the Client (for details please refer to subsection “Client specific instructions” in Section 4 “Scope/Application” of this Policy).

5.6 This document sets out how GPBFS proposes to meet its best execution and best interest obligations bearing in mind the nature of its business and of its Clients. The order execution and transmission process is designed to provide Clients with the best possible result for orders executed or transmitted on a consistent basis rather than the best result in respect of every single occasion.

5.7 Examples where the best execution obligation will not be applicable are included below:

- When the Client gives the Company a specific instruction to execute an order in a specific market (subject to information provided in subsection “Client specific instructions” in Section 4 “Scope/Application” of this Policy);
- When the Client uses the Direct Market Access (“DMA”) facility provided by the Company, through which the Client’s order is routed automatically only into a certain stock exchange for execution. In such cases, the Client will be regarded as providing specific instructions to GPBFS (for details please refer to subsection “General” in Section “Execution Venues and Brokers Strategy” of this Policy).



## TYPES OF ORDERS

5.8 Brokerage Trader accepts the following types of orders:

- **market order:** with a market order the Client instructs the Company to execute a trade of a certain size as promptly as possible at the prevailing market price. It should be noted that, if the market price moves significantly during the time it takes to fill an order, the order will most likely be exposed to the risk of execution at a price substantially different from the price prevailing in the market when the order was given.
- **limit order:** with a limit order, the Client sets the maximum purchase price, or minimum sale price, at which the trade is to be executed. As a limit order may be entered away from the current market price, it may not be executed immediately. A Client that gives a limit order is giving up the certainty of immediate execution in exchange for the expectation of getting an improved price in the future.

Unless otherwise specified, the Company considers orders to be market orders.

The Company accepts only **day orders** in respect of the order's validity period, where day order is the order which will expire at the end of the regular trading day that the order was received (generally, 6:00 p.m. CY time; however, for listed instruments when the order is placed at an exchange, the order will expire at the end of the regular trading day at that exchange).

## EXECUTION FACTORS

5.9 Unless the Client gives the Company specific instructions, the Brokerage trader of the Company will use its own discretion to determine the execution factors to take into account with a view to achieving the best possible result for the Client. The Company will seek to tailor the factors that it considers in order to provide best execution and act in the best interest for orders, drawing on its investment expertise.

5.10 The factors to be taken into consideration include, but are not limited to the following:

- **Price:** which will vary according to factors such as market liquidity, market rules regarding quotations, bids and offers, etc.;
- **Costs:** transaction costs, fees, taxes and charges directly referable to the execution of the order that will be paid to any third parties, secondly venue costs;
- **Size:** the influence the size of the order may have on the other execution factors, including the type of Financial Instrument and the type instruction, such as the availability of liquidity for large orders;
- **Speed of Execution:** the speed with which the Company is likely to be able to execute the order on the venues available to the Company, meaning the time between reception of the order by the venue and the time it is allocated;
- **Likelihood of execution:** including the relative liquidity of the venues available for execution;
- **Likelihood of settlement:** the relative risk that a counterparty for an order may default on its obligation to settle a trade, considering venue rules and applicable legislation, trading conventions, identity of counterparty (where disclosed), technical and operational risk affecting delivery, etc.
- **Nature** of the order; and
- Any other factor relevant to the execution of the order.

## EXECUTION CRITERIA

5.11 In considering the application of best execution / best interest to the Client order, the Brokerage Trader will consider the relative importance of the execution factors by reference to the following criteria in order to provide Clients the best possible result for the client order:

- the characteristics of the **Client**, including the categorisation of the Client as Professional;
- the characteristics of the **Client order**, including where the order involves a securities financing transaction (“SFT”);
- the characteristics of the **Financial Instrument** that are subject of that order; and
- the characteristics of the **Execution Venues or Brokers** to which that order can be directed.

5.12 Subject to Client specific instructions, the Company will consider the **total consideration** payable by the Client as an appropriate concept to deploy in determining how to obtain the best possible result for the Client. Total consideration is defined as the price of the Financial Instrument and the costs related to execution, including all expenses incurred by the Client which are directly related to the execution of the order, such as execution venue fees, clearing and settlement fees, and any other fees paid to third parties involved in the execution of the order.

5.13 An indicative list of the factors on which the Company will place emphasis for trades in particular classes of Financial Instruments in which the Company may deal on behalf of Clients as well as the relative importance of the Execution Factors is provided in Appendix 3 of this Policy.

#### **EXECUTION COSTS**

5.14 Information on the costs and associated charges is provided in the Company's Commissions and Charges Policy / Fee Schedule, which is also available on the Company's website (<https://www.gpbfs.com.cy/mifid/>).

#### **TRANSPARENCY OF PRICING**

5.15 The Company may charge Clients, a spread, mark-up, or commissions when executing orders.

5.16 Where there is more than one competing venue/broker to execute an order for a Financial Instrument, the Brokerage Trader will take into account its own commissions and the costs for executing the order on each of the eligible Execution Venue/Brokers, in order to assess and compare the results for the Client that would be achieved by executing the order on each of the Execution Venues/Brokers listed in this Policy that is capable of executing the order.

5.17 In executing Client orders the Company does not receive any remuneration, discount or non-monetary benefit for routing Client orders to a Trading or Execution Venue/Broker which would infringe any conflicts of interest or inducement requirements under the MiFID II framework. However, and in case the Company receives such inducements, such amounts may be received, if and only if the inducement is designed to enhance the quality of the relevant service to the Client, and does not impair compliance with the Company's duty to act honestly, fairly and professionally in accordance with the best interest of its Clients.

5.18 When executing orders or taking decisions to deal in OTC products, including bespoke products, the Company will check the fairness of the price proposed to Clients, by assessing market reference data (interest rates, FX rates, etc) in order to obtain a theoretical value of the instrument, as well as considering any other market information is available in relation to the credit risk of the financial instrument into consideration. In addition, the Company can compare prices provided by the Execution Venues and Brokers against external price sources or other venues to ensure that there are no significant or systematic deviations in the pricing provided to its Clients. Appropriate records of the above checks are maintained by the Company. The above checking is performed by the Compliance/AML Officer.

## 6. EXECUTION VENUES AND BROKERS STRATEGY

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### GENERAL

6.1 GPBFS has identified the Execution Venues and Brokers that it believes consistently provide Clients with the best possible result for the execution, or reception and transmission, of Client orders. The list of approved Execution Venues and Brokers on which GPBFS places significant reliance per class of Financial Instrument is provided in Appendix 4 of this Policy.

6.2 For purposes of MiFID II framework, Execution Venues include a Regulated Market, an MTF, an OTF, a systematic internaliser, or a market maker or other liquidity provider or an entity that performs a similar function in a third country to the functions performed by any of the foregoing.

6.3 The Company will ensure that the Brokers with which orders are placed, or to which the Company transmits orders for execution, have arrangements in place that enable the Company to comply with its obligations under the MiFID II framework. GPBFS has arrangements in place that require its Brokers to provide a level of best execution compatible with the best execution requirements under MiFID II, although their approach to best execution may vary from this Policy. These arrangements are being monitored by the Compliance/AML Officer.

6.4 GPBFS will not structure or change its commission in such a way as to discriminate unfairly between Execution Venues/Brokers. GPBFS will keep a record of, and review, differences in commissions under review in order to ensure that such payments due from the Client are proportional to actual venue costs.

6.5 Where the Company applies different fees depending on the Execution Venue/Broker, upon client's request, the Company, through its Brokerage Trader, will explain these differences to the Client in sufficient detail in order to allow the Client to understand the advantages and the disadvantages of the choice of a single Execution Venue/Broker.

6.6 The Company does not invite Clients to choose an Execution Venue/Broker. However, in cases where the Company may invite a Client to choose an Execution Venue or Broker, fair, clear and not misleading information will be provided to prevent the Client from choosing one Execution Venue/Broker over another, solely on the basis of the price policy applied by the Company.

6.7 In certain cases, and subject to any Client specific instructions, the Company may use an Execution Venue or Broker which is a connected party or is outside of the European Economic Area ("EEA"). Such cases do not remove the best execution/best interest obligation to the Client. If the Execution Venue or Broker is not subject to similar regulatory requirements, the Company will ensure that the other party has policies and arrangements in place that to enable the Company to comply with its best execution/best interest obligation.

6.8 The use of connected parties can provide benefits, for example increased transparency, more effective communications consistency in the order handling process.

6.9 GPBFS offers to Clients two options of order passing:

- i. Via fax, email, telephone and Bloomberg; or
- ii. Using DMA Platform to Clients who wish to receive such service.

6.10 By using the DMA facility, the Client order will be routed automatically for execution on the market / stock exchange. Currently GPBFS offers DMA service only for MOEX stock exchange. In such cases, the client will be deemed to have given a specific instruction, and GPBFS will be deemed to have satisfied its best execution obligations.

#### ACCEPTANCE OF ORDERS

6.11 **Client transmits his order through phone.** The conversation with the Client is being recorded, as per the MiFID's II obligations. The Client is being notified of the fact that his conversation will be recorded. The Brokerage Trader has a responsibility to check through the Company's client management system, whether the Client is using the phone number provided to the Company at the time of initiating the business relationship with the Company. In addition, the Brokerage Trader needs to establish the identity of the person who has given the order. Once the verification of the Client is performed successfully, the Brokerage Trader records the order in the "order register" maintained by the Brokerage Trader and proceed with the order's execution.

6.12 **Client transmits his order through email or fax.** Brokerage Trader needs to confirm through the Company's client management system the email address or fax number from which the Client sent his order, whether it's the same provided by the Client during the establishment of the relationship with the Company. Once the said information is confirmed, the Brokerage Trader records the order in the "order register" maintained by the Brokerage Trader and proceed with the order's execution.

#### EXECUTION OF CLIENTS' ORDERS

6.13 Upon reception of the Client order the Brokerage Trader investigates the available venues for the execution of the Client order. Trading in stock exchanges is executed through a Broker in accordance with a Brokerage Agreement. Trader sends the relevant instruction to the Broker using the form agreed with the Broker or through Bloomberg or email. Following the execution of the transactions, the Broker sends a confirmation of executed transactions to the Brokerage trader. Upon execution of the trade, the Back Office department will proceed with the settlement.

6.14 The Company does not have direct access to Regulated Markets and the orders are processed through Brokers. Unless the Client instructs otherwise, the Brokerage Trader deals only with preliminary analyzed/approved counterparties/Brokers (taking into consideration restrictions on maximum order size with each particular Broker) thus maximizing the likelihood of execution and settlement. For specific instruments the Trader might consider contacting Brokers who specialize in trading that kind of instruments.

## **EXECUTION ARRANGEMENTS INVOLVING CONNECTED PARTIES**

6.15 In the case where GPBFS is executing Client orders with connected party (e.g. entity within the same group) Execution Venues, which could impact the quality of the execution offered by GPBFS to its Client, GPBFS will remain responsible for delivering best execution and best interest to its Clients. In particular, GPBFS ensures that any such arrangements with a connected party, such as an intra-group counterparty:

- a. are made on an arm's-length basis, such that the connected party Execution Venue is considered alongside other third-party venues and is selected because it allows the firm to deliver the best possible result to its Clients on a consistent basis;
- b. allow the Company to have sufficient, independent oversight of its execution arrangements (i.e. that oversight is not performed by the connected party);
- c. ensure sufficient and free access to information to ensure the Company can effectively monitor and challenge execution prices provided by the counterparty; and
- d. where a connected party is selected on the basis that it offers reduced execution costs, the Company will ensure that this would result in a benefit to the Client.

## **USE OF SINGLE EXECUTION VENUE OR BROKER**

6.16 In certain cases, the Company may use a single Execution Venue/Broker when executing or transmit Client orders. A single Execution Venue/Broker will be used only where the Company is able to demonstrate that such a choice provides the best possible results for its Clients on a consistent basis.

6.17 For purposes of complying with the requirement to act in the best interest of its Clients, the Company, through its Brokerage Trader, will regularly assess the market landscape in order to determine whether there are alternative venues/Brokers that could be used. The Company will use information available by Execution Venues/Brokers on trading conditions and quality of execution or any other relevant source of data. The Company will carry out specific analysis in order to determine whether another suitable venue/entity exists, should such a need arise.

## **EXECUTING OR PLACING ORDERS OUTSIDE A TRADING VENUE**

6.18 Where the Company has obtained its prior express consent from Clients, some orders may be executed outside a Trading Venue. It is noted that by executing an order outside a Trading Venue, the Client may be exposed to additional risks. For example, the transaction will be subject to counterparty risk which may result in a loss for a Client if the counterparty is not able to fulfil its contractual obligations. Upon Client request additional information about the consequences may be provided.

## SECURITIES FINANCING TRANSACTIONS

6.19 Securities Financing Transactions (“SFTs”) are used as a source of funding subject to a commitment that the borrower will return equivalent securities on a future date (e.g. repo transactions). The terms of SFTs are typically defined bilaterally between the counterparties ahead of the execution. Therefore, the choice of Execution Venues for SFTs is more limited in the case of other transactions, given that it depends on the terms defined in advance between the counterparties and on whether there is a specific demand on those Execution Venues for the Financial Instruments involved. As a result, the Company will not typically use the same Execution Venue as for other transactions. For the list of Execution Venues used with respect to SFTs please refer to Appendix 4 of this Policy.

## **7. SELECTION PROCESS AND ASSESSMENT OF EXECUTION VENUES AND BROKERS**

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7.1 The Company's selection process for Execution Venues and Brokers includes, amongst others, the application of appropriate due diligence, regulatory checks, review of relevant documentation and consideration of a number of factors (including the Execution Factors described in the subsection "Execution Factors" of Section 5 "Delivering best execution and best interest" of this Policy as well as other quantitative and qualitative factors), in order to ensure that the Company is able to achieve on a consistent basis the best possible result for Clients.

7.2 The selection process for Execution Venues and Brokers is performed by the Company's Executive Management (General Manager and Risk Manager), following a recommendation and analysis made by the Brokerage trader.

### **SELECTION OF EXECUTION VENUES/BROKERS**

7.3 The Company applies and follows proper due diligence in selecting an Execution Venue/Broker primarily based on the following qualitative and quantitative factors:

- Availability of best price for a Financial Instrument and price improvement;
- Relative volatility in the market;
- Depth of Liquidity of the Execution Venue/Broker;
- Commission rates and prices/spreads provided;
- Cost of clearing and settlement;
- Credit and settlement risk;
- Execution speed/latency and likelihood of execution (e.g. fill rates);
- Quality of execution and service;
- Size;
- Reliability of the venue/entity in terms of reputation, regulatory status and good standing (e.g. creditworthiness, sanctions from regulator, etc.);
- Access to alternative markets;
- Circuit breakers;
- Continuity of trading;
- Any other relevant factor.

The relative importance of the factors used to select an Execution Venue or Broker per class of Financial Instrument is provided in Appendix 3 of this Policy. It is noted that the order is indicative, and the assessment will be based on a transaction by transaction basis.



## ASSESSMENT OF EXECUTION VENUES AND BROKERS

7.4 The Company will monitor on a regular basis, the execution quality of the Execution Venues and Brokers included in this Policy, and where appropriate, correct any deficiencies. In particular, the Company assess whether the Execution Venues and Brokers included in this Policy provide the best possible result for the Client and, where appropriate, correct any deficiencies.

7.5 As part of this assessment, the Company will consider, amongst others, information to be published or made available by Execution Venues and Brokers on trading conditions and quality of execution (e.g. volume, frequency of trading, resilience or execution price related information). The Company will also consider the market landscape, the emergence of new market players, venue functionalities or execution services, as well as the criteria used for the selection of Execution Venues and Brokers.

7.6 The Company will summarize and make public, for each class of Financial Instrument information on the quality obtained from Execution Venues/Brokers. For more information please refer to Section 11 “Public Reporting Requirements” of this Policy.

7.7 The above assessment and monitoring is performed by the Brokerage Trader. Information in relation to the quality received from Execution Venues/Brokers, is being collected, assessed and published by the Company’s Compliance/AML Officer.

## 8. TRADING OBLIGATION IN SHARES

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8.1 The Company will ensure that all transactions it undertakes in shares are admitted to trading on a RM or traded on a Trading Venue, such transactions shall take place on a RM, MTF, or SI, or a third-country Trading Venue assessed as equivalent in accordance with the applicable provisions of MiFID II, unless the characteristics of such shares meet one of the following conditions:

- non-systematic, ad-hoc, irregular and infrequent, or
- carried out between Eligible and/or Professional Counterparties and do not contribute to the price discovery process.

## 9. REVIEW AND MONITORING

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9.1 The Company has established and implemented a governance framework to monitor the effectiveness of the execution arrangements in order to verify on an ongoing basis that the arrangements established are appropriately implemented throughout the different stages of the order execution and transmission process across all classes of Financial Instruments. If any deficiencies are detected, the Company will correct any deficiencies, where appropriate.

9.2 Brokerage trader will monitor on a regular basis the effectiveness of the Order Execution Policy and in particular the execution quality of the execution venues identified in the policy.

9.3 The Company's senior management and Compliance/AML Officer, on an annual basis, will review this Policy as well as the procedures and measures adopted to implement the same at an operational level.

9.4 The Company's Compliance/AML Officer will review and monitor the effectiveness of the arrangements established and this Policy at least annually and whenever a material change occurs that affects the Company's ability to continue to obtain the best possible result for the execution of its Client orders on a consistent basis using the venues included in this Policy. As part of this review, the Company will assess whether a material change has occurred and will consider making changes to the relative importance assigned on the best execution factors, as well as the Execution Venues or Brokers on which the Company places significant reliance, in meeting the overarching best execution requirement.

9.5 The Clients with whom the Company has an ongoing relationship, will be notified of any material changes or amendments to this Policy, or order execution arrangements, which may be made from time to time at the Company's absolute discretion, by posting an updated version of this Policy on the Company's website. The latest version of this document will be published on the Company's website, at <https://www.gpbfs.com.cy/mifid>.

9.6 For the purpose of this Policy, a material change shall be a significant event that could impact parameters of best execution such as, cost, price, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of the order.

9.7 In taking all sufficient steps, the Company, through its Compliance/AML Officer, will also monitor the quality and appropriateness of its execution/transmission arrangements and the Policy on an ex-ante and ex-post basis, in order to identify circumstances under which changes may be appropriate.

9.8 For example, the review and monitoring procedures performed by the Compliance/AML Officer will include, amongst others, the following:

- Monitoring and reviewing transactions executed on a regular basis to verify compliance with this Policy and whether the best possible result has been achieved for the Client. Monitoring will take place in a manner which is tailored and proportional to the types of orders GPBFS receives for execution.
- Checks on the fairness of the price proposed to Clients when executing orders or decision to deal in OTC products including bespoke products, for example by comparing prices provided by the Execution Venues and Brokers against external price sources or other venues to ensure that there are no significant or systematic deviations in the pricing provided to its Clients;
- Monitoring of complaints (if any) related to the quality of execution in order to ensure that any deficiencies are improved;
- Regular reporting to senior management in relation to review performed and appropriateness of execution arrangements and the Policy.

## 10. ORDER HANDLING AND ALLOCATION POLICY

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### GENERAL

10.1 In accordance with the Company's obligations under MiFID II, the Company will endeavor to provide clients with prompt, fair and expeditious execution of Client orders placed with the Company, relative to other orders from its Clients or trading interests of GPBFS. For this purpose, the Company will satisfy the following conditions when carrying out Client orders:

- Ensure that orders executed on behalf of Clients are promptly and accurately recorded and allocated;
- Carry out otherwise comparable Client orders sequentially and promptly unless the characteristics of the order or prevailing market conditions make this impracticable, or the interests of the Client require otherwise.

10.2 The Company does not misuse information relating to pending Client orders and takes all reasonable steps to prevent the misuse of such information by any of its relevant persons.

10.3 The Company will maintain records for a period of five years or, if requested by the competent authority, for up to seven years in a durable medium.

### AGGREGATION AND ALLOCATION OF ORDERS AND TRANSACTIONS FOR OWN ACCOUNTS

10.4 The Company may carry out a Client order or a transaction for own account in aggregation with another Client order provided the following conditions are met:

- it is unlikely that the aggregation of orders and transactions will work overall to the disadvantage of any Client whose order is to be aggregated;
- it is disclosed to each Client whose order is to be aggregated that the effect of aggregation may work to its disadvantage in relation to a particular order which ;
- it is in compliance with the Company's Order Allocation Policy, which is designed to achieve a fair allocation of aggregated orders and transactions, including how the volume and price of orders determines allocations and the treatment of partial executions.

10.5 Where the Company aggregates an order with one or more other Client orders and the aggregated order is partially executed, the Company will allocate the related trades in accordance with its Order Allocation Policy.

10.6 Where a Client order is to be aggregated with the Company's proprietary orders, the Company will allocate trades to the Client in priority to the Company's proprietary orders, unless the Company is able to demonstrate on reasonable grounds that the Company would not have been able to carry out the Client order on such favorable terms without our aggregation, or at all, in which case the Company will allocate trades proportionally in accordance with its Order Allocation Policy.

10.7 The Company may execute a Client's order as a series of transactions at different times and apply the average price to such transactions.

10.8 Where the Company aggregates a Client order with one or more other orders and the Client order is partially executed, it will allocate the related trades in accordance with fair and equal treatment and on a pro-rata basis depending on the size of the order received (e.g. block trades) and the liquidity of the market related to the specific Financial Instrument in question.

10.9 The Company will not be responsible for any delays or inaccuracies in the transmission of orders or the execution thereof in either case due to any cause whatsoever beyond the reasonable control of such party.

## LIMIT ORDERS

10.10 Unless the Client expressly instructs otherwise, in the case of a Client limit order in respect of shares admitted to trading on a Regulated Market or traded on a Trading Venue, which are not immediately executed under prevailing market conditions, the Company will take measures to facilitate the earliest possible execution of the Client order by making that client limit order immediately public in a manner which is easily accessible to other market participants.

10.11 A Client limit order shall be considered available to the public when the Company has submitted the order for execution to an RM or an MTF or the order has been published by a data reporting services provider located in one Member State and can be easily executed as soon as market conditions allow. RM and MTFs will be prioritized to ensure execution as soon as market conditions allow.

## 11. PUBLIC REPORTING REQUIREMENTS

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11.1 In accordance with MiFID II framework, the Company will publish on an annual basis, certain information on the top five Execution Venues, for each class of Financial Instruments traded, in terms of trading volumes where the Company executed Client orders in the preceding year and information on the quality of execution obtained. Similar information will be published for the top five Brokers where the Company has transmitted orders for execution.

11.2 The Company will also summarize and make public, for each class of Financial Instrument information on the quality obtained from Execution Venues and Brokers.

11.3 Such information will be prepared by the Compliance/AML Officer, published on the Company's website (<https://www.gpbfs.com.cy/mifid/>), and will be available for downloading by the public.

## 12. CONFLICTS OF INTEREST

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12.1 For information in relation to the identification, management and prevention of conflicts of interest please refer to the Company's Conflicts of Interest Policy, which is available on the Company's website at <https://www.gpbfs.com.cy/mifid/>.

### **13. CONSENTS FROM CLIENTS**

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13.1 GPBFS is required to obtain the prior consent of its Clients to this Policy. This Policy replaces any prior Order Execution and Handling Policy. The Client will be deemed to have consented to this Policy on the first occasion the Client instructs GPBFS to carry out an order in Financial Instruments, as well as where the Client continues to enter into transactions within the scope of this Policy.

13.2 For Financial Instruments that are admitted to trading on a Regulated Market, MTF, or OTF, GPBFS is required to obtain the prior express consent from its Clients, for executing orders outside a Regulated Market, MTF, or OTF.

13.3 Where a Client limit order in respect of shares admitted to trading on Regulated Market or traded on a Trading Venue is not immediately executed under prevailing market conditions, the Company is required to take measures to facilitate the earliest possible execution of the order by making public immediately that Client limit order, unless the Client expressly instructs the Company otherwise.

### **14. REQUEST TO DEMONSTRATE BEST EXECUTION**

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14.1 The Company will demonstrate to Clients, upon request that Client orders were executed in accordance with the provisions set out in this Policy.

### **15. REQUEST FOR ADDITIONAL INFORMATION**

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15.1 Additional information may be provided to Clients in relation to the Company's policies or arrangements and how they are reviewed by the Company, upon reasonable and proportionate request from a Client. Furthermore, the Company will provide its Clients, or potential Clients, with information about brokers where the orders are transmitted or placed for execution. The Company undertakes, where appropriate, to answer clearly and within a reasonable time.

### **16. COMMUNICATIONS**

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16.1 Should Clients believe that GPBFS has failed to apply this Policy to one of their orders, the Client may make a written request to the Company for an explanation of how the Company applied this Policy to the order, including details of how the Company considered the factors listed in subsection "Execution Factors" of Section 5 "Delivering best execution and best interest" of this Policy based on the information available to the Company at the time of the order.

16.2 Should Clients have any comments or questions in relation to this Policy, please contact the Company's Compliance Officer at [MChrysostomou@gpbfs.com.cy](mailto:MChrysostomou@gpbfs.com.cy).

## APPENDIX 1: TYPES OF FINANCIAL INSTRUMENTS UNDER MIFID II

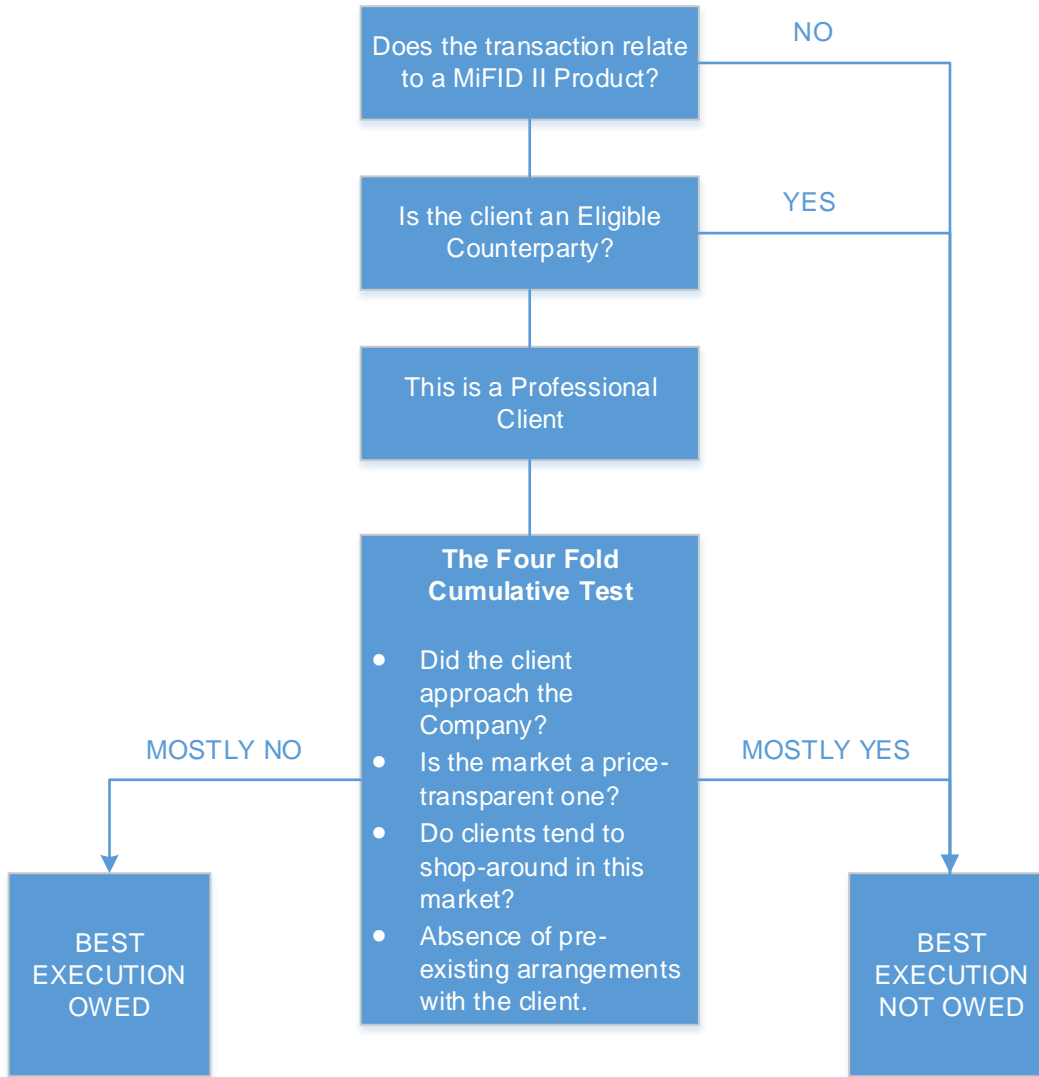
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The following are the Financial Instruments to which this Policy applies:

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 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; 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 above of this Appendix 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;
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 a 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 Appendix, 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;
11. Emission allowances consisting of any units recognized for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme).

**APPENDIX 2: BEST EXECUTION DECISION TREE**

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## APPENDIX 3: BEST EXECUTION AND BEST INTEREST PER CLASS OF FINANCIAL INSTRUMENT

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This Appendix provides further detail on the application of best execution and best interest per class of Financial Instrument, when executing Client orders or when receiving and transmitting Client orders, in relation to the following classes of Financial Instruments.

### A. Equities

#### Products in Scope

- Shares
- Exchange-Traded Funds (ETFs)
- Exchange-Traded Notes (ETNs)
- Depository Receipts (ADRs, GDRs)

#### Type of Service

Receipt and Transmission of orders (acting as Clients' agents/matched principal)

#### Order Handling

Client orders are received by the Brokerage department's traders either by email, fax, Bloomberg or Electronic systems (DMA) and telephone. Upon reception of the client order, either by the email, fax, Bloomberg or telephone by the person responsible for the reception and transmission of the order, will immediately be recorded in an excel file (order register) maintained by the Company.

Upon reception of the client order the Brokerage department will investigate the available venues for the execution of the Client order, in case the Client's order does not fall under specific instructions. Trading in stock exchanges is executed through a Broker in accordance with a Brokerage Agreement. The Brokerage trader executes the client order by sending the relevant instruction to the Broker.

GPBFS will take all sufficient steps, when receiving, transmitting and executing orders, to obtain the best possible result for its Clients. In particular, and in order to obtain the best possible results for its Clients (Professional Clients), the following factors will be considered:

- Price;
- Costs;
- Size;
- Speed of execution;
- Likelihood of execution;
- Certainty of settlement;
- Nature or any other consideration relevant to the execution of the order.



Relative Importance of Execution Factors							
Order Type	Price	Cost	Speed	Likelihood	Size	Nature	Other
Market orders	High	Medium	Low	High	Medium	Low	
Limit orders, trigger orders (including stop-loss orders) or orders with specific instructions	High	Medium	Medium	High	Medium	Low	

Whether, and/or the extent to which, one or more of the factors above applies will depend on a number of factors including, but not limited to:

- The characteristics of the market (e.g. liquidity);
- The characteristics of the Client - including any special objectives the Client states in relation to the execution of the order;
- The characteristics of the Execution Venues to which an order may be directed;
- The characteristics of the Financial Instrument relevant to the order;

To achieve Best Execution the Company will consider the execution factors prioritized as described above. The execution factor “Likelihood of settlement” is generally not considered to be a significant factor in equity markets since settlement follows formal clearing procedures. When using Brokers for the execution, settlement takes place bilaterally and the Company has responsibility for such settlement. The Company will determine, at its discretion, how to execute an order, but in all cases will do so in good faith and in the client’s best interests, as we would in ordinary market conditions.

For Professional Clients, the Company will consider price, cost and speed of execution as the most relevant factors when taking all sufficient steps to obtain the possible result with regards to transactions and Financial Instruments within the scope of this Policy, unless the Client expressly provides specific instructions otherwise. However, in doing so it will prioritize the other Execution Factors, if by doing so, the Company believes it will result in a better overall result for the Client.

For transactions which are executed outside of a trading venue (i.e. OTC), MiFID II requires that the Company checks the fairness of the price by comparing with the market price available of the instrument.

This means that the relative importance of the execution factors may be applied in the below order if no other considerations are influencing the execution:

1. Price
2. Cost
3. Likelihood of execution / Size
4. Speed.

#### **Selection of Execution Venues/Brokers**

In selecting the Execution Venues/Brokers, the Company will consider the following factors (in order of importance):

- Size of transactions;
- Price and cost of transaction;
- Likelihood and access to a specific venue;
- Liquidity available on the relevant venue;
- Volume available on the relevant venue;
- Execution performance; and
- Other factors, such as clearing schemes, circuit breakers and scheduled auctions.

## B. Debt Instruments

### Products in Scope

- Bonds
- Money Market instruments

### Type of Service

Receipt and Transmission of orders (acting as Clients' agents/matched principal)

### Order Handling

Client orders are received by the Brokerage department's traders either by email, fax, Bloomberg or Electronic systems (DMA) and telephone. Upon reception of the Client order, either by the email, fax, Bloomberg or telephone by the person responsible for the reception and transmission of the order, will immediately be recorded in an excel file (order register) maintained by the Company.

Upon reception of the Client order the Brokerage department will investigate the available venues for the execution of the Client order, in case the Clients' order does not fall under specific instructions. Trading in stock exchanges is executed through a Broker in accordance with a Brokerage Agreement. The Brokerage Trader executes the client order by sending the relevant instruction to the Broker.

GPBFS will take all sufficient steps, when receiving, transmitting and executing orders, to obtain the best possible result for its Clients. In particular, and in order to obtain the best possible results for its Clients (Professional Clients), the following factors will be considered:

- Price;
- Costs;
- Size;
- Speed of execution;
- Likelihood of execution;
- Certainty of settlement;
- Nature or any other consideration relevant to the execution of the order.

Relative Importance of Execution Factors							
Order Type	Price	Cost	Speed	Likelihood	Size	Nature	Other
Market orders	High	Medium	Low	High	Medium	Low	
Limit orders, trigger orders (including stop-loss orders) or orders with specific instructions	High	Medium	Medium	High	Medium	Low	

Whether, and/or the extent to which, one or more of the factors above applies will depend on a number of factors including, but not limited to:

1. The characteristics of the market (e.g. liquidity);
2. The characteristics of the client - including any special objectives the client states in relation to the execution of the order;
3. The characteristics of the execution venues to which an order may be directed;
4. The characteristics of the financial instrument relevant to the order;

To achieve Best Execution the Company will take into account the execution factors prioritized as described below. The execution factor “Likelihood of settlement” is generally not considered to be a significant factor in equity markets and not listed below as settlement follows formal clearing procedures. When using Brokers for the execution, settlement takes place bilaterally and the Company has responsibility for such settlement. The Company will determine, at its discretion, how to execute an order, but in all cases will do so in good faith and in the Client’s best interests, as we would in ordinary market conditions.

For Professional Clients, the Company will consider price, cost and speed as the most relevant factors when taking all sufficient steps to obtain the possible result with regard to transactions and Financial Instruments within the scope of this Policy, unless the Client expressly provides specific instructions otherwise. However, in doing so it will prioritize the other Execution Factors, if by doing so, the Company believes it will result in a better overall result for the Client.

For transactions which are executed outside of a trading venue (i.e. OTC), MiFID II requires that the Company checks the fairness of the price by comparing with the market price available of the instrument.

This means that the relative importance of the execution factors may be applied in the below order if no other considerations are influencing the execution:

1. Price
2. Cost
3. Likelihood of execution / Size
4. Speed.

#### **Selection of Execution Venues/Brokers**

In selecting the Execution Venues/Brokers, the Company will consider the following factors (in order of importance):

- Size of transactions;
- Price and cost of transaction;
- Likelihood and access to a specific venue;
- Liquidity available on the relevant venue;
- Volume available on the relevant venue;
- Execution performance; and
- Other factors, such as clearing schemes, circuit breakers and scheduled auctions.

**APPENDIX 4: LIST OF EXECUTION VENUES AND BROKERS**

This is a non-exhaustive list of the main Execution Venues and Brokers used by the Company in order to comply with MiFID II requirements. This list will be reviewed and updated in line with this Policy. The Company may use other Execution Venues or Brokers where appropriate.

**PROFESSIONAL CLIENTS:**

CLASS OF FINANCIAL INSTRUMENT	FINANCIAL INSTRUMENT / PRODUCT TYPE	NAME OF ENTITY	EXECUTION VENUE / BROKER
<b>EQUITIES</b>	Shares	JSC Gazprombank	Execution Broker
	Exchange-Traded Funds (ETFs)	Compagnie Financière Tradition (Tradition or CFT)	Execution Broker
	Exchange-Traded Notes (ETNs)	Aurel BGC SAS (formerly using GFI Securities (UK) Ltd)	Execution Broker
	Depository Receipts (ADRs, GDRs)	Citigroup Global Markets Limited	Execution Broker
		SOVA Capital Limited	Execution Broker
		T.C.R. International Ltd	Execution Broker
<b>DEBT INSTRUMENTS</b>	Bonds	JSC Gazprombank	Execution Broker
	Money Market instruments		

**Securities Financing Transactions:**

NAME OF THE ENTITY	CAPACITY (E.G. EXECUTION VENUE/BROKER)
JSC Gazprombank	Execution Broker
GPB-Financial Services Ltd	Own Funds