

DIVERSITY POLICY

JULY 2018

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1. Purpose

This Policy aims to set out the approach to achieve diversity on the Board of Directors (the “Board”) of GPB-Financial Services Ltd (“the Company”). The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance.

2. Objective

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

The members of the Board of Directors shall at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties.

The ultimate objective is to have a Board that offers a broad range of perspectives that are directly relevant to the business and organizational needs. The Company ensures that there is a broad set of qualities and competences exists when recruiting members of Board.

3. Composition of the Board of Directors

The overall composition of the Board of Directors shall reflect an adequately broad range of experiences and knowledge in domain areas of the Company’s business such as investment banking and finance, human resources, legal, risk management, etc.

The members of the Board of GPB Financial Services Limited are as follows:

1. Irina Chuprinenko - Executive Director
2. Evanthia Kania - General Manager-Managing Director
3. Adamos Kitros- Executive Director
4. Anastasios Televantides - Non Executive Director
5. Andreas Aloneftis - Non Executive Director

All members of the Board of Director's commit sufficient time to perform their duties towards the Company. The Board meets at least quarterly to review and evaluate the progress of the company and discuss major issues of the Company, design the strategy of the Company, implement procedures and evaluate progress of the plans and strategies of the Company.

The Board of GPB FS reflects an adequately broad range of experiences:

Irina Chouprinenko, is a holder of MBA from Management School of Antwerp University as well as a Masters in Economics cum laude, Moscow Institute of International Affairs. Ms. Chouprinenko is certified by the Russian Federal Services for Financial markets as a Broker, Dealer, Asset Management and Depository Services. In addition she holds advanced certification of the Cyprus Securities and Exchange Commission.

Ms. Chouprinenko has an extensive experience in the Investment Banking sector starting her career in Credit Suisse Moscow. She also held the position of Head of Group technology and operations for Deutsche Bank Moscow and its group companies. Ms. Chouprinenko has worked in a diversified cultural environment and has valuable experience in the Russian Capital Markets operations. Currently she holds the position of Vice-President-Head of Middle office of the Investment bank arm of Gazprombank Moscow.

Evanthia Kania is a holder of LLM European Legal Studies from Leeds University UK as well as a holder of Law Degree from Aristotelion University Greece. She has 10 years professional experience in Regulatory Compliance, working for Cyprus subsidiaries of Russian banking group of Alfa Bank Moscow and Gazprombank Moscow, regulated by the Cyprus Securities and Exchange Commission.

She has good understanding of capital markets business and regulatory environment and trading process of Russian local and EU listed financial instruments. The strong experience in the compliance sector coupled with a strong legal background provides an excellent understanding of the functions and processes of a regulated investment firm. She currently holds the position of Managing Director of GPB-Financial Services Ltd.

Mr. Adamos Kitros has a BSc degree from The American College of Greece and MSc degree from Glasgow Caledonian University, Scotland. In addition, Adamos is a holder of advanced licensed certificate from Cyprus Securities and Exchange Commission and a Level III candidate in the CFA program.

Adamos worked in various credit and financial institutions (Pancyprian Finance Corp, Piraeus Bank Athens, EFG Eurobank Luxembourg S.A, KPMG Cyprus, Alpinex Financial Services) in the area of credit risk before joining GPB Financial Services Ltd in December 2010 from the position of Head of Risk Management

Tassos Televantides is a Chartered Certified Accountant FCCA. In 1983 he was admitted to partnership with PricewaterhouseCoopers Cyprus from where he retired in 2008 as Deputy Managing Partner. From 1 October 2008 to 31 March 2016 has been the CEO of CypcoDirect Ltd. He currently manages private equity portfolios investing in properties in the UK.

Mr. Televantides has served in different positions over the years such as member of the Board of ICPAC, treasurer of Limassol Chamber of Commerce and Industry etc. He is serving as director in various corporations such as Frigstad Engineering Limited, a Norwegian oil rig building group, Ros Agro Plc,

Pharmascience International Limited etc. Mr. Televantides through his years of experience has a very good understanding of corporate governance and ethics as well as financial reporting.

Andreas Aloneftis has a long and distinguished career. Over the last 35 years, he has been at the forefront of the development of the financial services industry in Cyprus, interrupted by a five year term as Minister of Defense for Cyprus from 1988 to 1993. He started his career with The Cyprus Development Bank in 1966 as a Junior Accountant and left 17 years later as Senior Manager, Investments. In 1983 he was involved in setting up the first investment banking institution in Cyprus, CISCO, and served as its General Manager until its acquisition by the Bank of Cyprus Group in 1988 while during the same period he was appointed as Secretary of the Interim Committee for the establishment of a Stock Exchange in Cyprus.

In 1993 he joined ALICO- AIG Life to run their life assurance business in Cyprus and subsequently ran the newly-formed Laiki Cyprialife and later all the assurance businesses for the Cyprus Popular Bank Group. In more recent times, Andreas was Managing Director of Allied Capital Ltd, a corporate turnaround specialist and Executive Vice Chairman of Alliance International Reinsurance plc, a risk carrier. From July 2003 to July 2006, he was Chairman of the Board of Governors of the Cyprus Broadcasting Corporation, the public broadcaster. From October 2005 to September, 2007 Andreas served initially as a Business Consultant and from 2007 to 2011 as Executive Director and later Chairman of the Board of IKOS CIF, the Hedge Fund company.

Andreas holds an MBA degree from the Edwin L. Cox School of Business, Southern Methodist University, in Dallas Texas. He also holds a professional qualification in Accounting and Finance from the Association of International Accountants and has done extensive postgraduate work towards a Doctorate in Business Administration degree with the Henley Management College in the UK in the area of Corporate Governance.

Andreas currently serves on the Board of Directors of a number of companies in the financial services sector.

4. Board of Director's rights and responsibilities

- The Board shall collectively possess adequate knowledge, skills and experience to be able to understand the Company's activities, including the principal risks.
- Each member of the Board shall act with honesty, integrity and independence of mind to effectively assess and challenge the decisions of the senior management where necessary and to effectively oversee and monitor the decision making of the management.
- The Company shall devote adequate human and financial resources to the induction and training of members of the board of directors.
- The number of directorships held by each member of the Board does not compromise the time devoted to the Company.
- The Board defines, oversees and is accountable for the implementation of the governance arrangements that ensure effective and prudent management of the Company, including the segregation of duties in the organization and the prevention of conflicts of interest.

The governance arrangements referred to above, comply with the following principles:

- the Board of Directors has the overall responsibility for the Company and approves and oversees the implementation of the Company's strategic objectives, risk management strategy and internal governance,
 - the Board of Directors ensures the integrity of the accounting and financial reporting systems, to be in accordance with the International Accounting Standard, including financial and operational controls and compliance with the laws of Cyprus
 - the Board of Directors oversees the process of disclosure and announcements,
 - the Board of Directors is responsible for providing effective supervision of senior management,
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- the Chairman of the Board of Directors does not exercise simultaneously the functions of a chief executive officer in the Company;
 - the Board of Directors monitors and periodically assesses the effectiveness of the Company's governance arrangements and takes appropriate steps to address any deficiencies

5. Our Committees

Investment Committee

The Investment Committee's main responsibilities with regards to company's investment policy is to provide a general framework for the Company's investment decisions, define the markets and financial instruments in which the Company shall operate in, provide a list of investment choices which should be avoided or preferred over others and deal with any other matters relating to the Company's investment policy.

Currently the Company's Investment Committee comprises of four persons.

Risk Committee

Risk Committee must advise the Board of Directors on the Company's overall current and future risk appetite and strategy and assist the Board of Directors in overseeing the implementation of that strategy by senior management.

The Risk Committee of Company is currently composed of the two non-executive members of the Board of Directors.

6. Review of this Policy

The Board of Directors will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Board of Directors will discuss any revisions that may be required and recommend any such revisions for consideration and approval.

7. Disclosure of this Policy

This Policy will be published on the Company's website for public information.