

## Conflicts of Interest Policy

### 1. CONFLICT POLICY

#### 1.1 Introduction

1.1.1 The purpose of this document is to provide our clients with information in relation to potential conflicts that exist in our business and the steps we take to mitigate them.

A conflict of interest is a situation in which someone in a position of trust has competing professional or personal interests.

BRI is committed to identifying, monitoring and managing all actual and potential conflicts of interest that can arise between us, and our clients, and between clients.

There are essentially four different conflict scenarios.

- a) Where our interests differ from those of a client
- b) Where the need of two clients cannot be fully served
- c) Where the interests of our staff differ from those of the firm or client; and
- d) Where multiple activities, services or products mean that clients' interests are not always fully served

BRI has controls in place to both identify conflicts and prevent them from causing material damage to clients' or the firms' interests. Where conflicts arise that cannot be mitigated, appropriate disclosures are made to clients before undertaking any business.

1.1.2 BRI has the following commitment to managing Conflicts of Interest:

- (a) senior management is fully engaged in conflict identification and management;
- (b) senior management takes a holistic view of conflict risk and conflict mitigation within the full range of business activities for which we are responsible;
- (c) senior management aims to treat potential conflicts of interest consistently; and
- (d) senior management receives management information on the extent of, and mitigation of, conflicts of interest in order to control its business effectively.

1.1.3 BRI reviews on a regular basis the types of mitigation it considers acceptable to address conflict risks.

1.1.4 BRI's culture fully supports the proper management of conflicts of interest.

#### 1.2 Potential Conflict Relating to the Fair Treatment of Clients

##### 1.2.1 Dealing and Managing

Where BRI has or may have:

- (a) a material interest in a transaction to be entered into with or for a client;
- (b) a relationship that gives or may give rise to a conflict of interest in relation to a transaction;
- (c) an interest in a transaction that is or may be in conflict with the interest of any of the firm's clients; or
- (d) clients with conflicting interests in relation to a transaction;

BRI must not knowingly advise or deal in the exercise of discretion, in relation to the transaction, unless it takes reasonable steps to ensure fair treatment for the client.

BRI seeks to achieve this by relying upon a policy of independence. The firm's policy of independence requires the individual concerned, in the circumstances noted above, to disregard the material interest or conflict of interest when advising clients or dealing for them in the exercise of discretion.

#### 1.2.2 Dealing Ahead of Investment Research or other Client Orders

BRI does not issue investment research through distribution channels or the public so potential conflicts of interest are avoided. However, the firm may issue investment research notes to BRI clients and commit clients to transactions which may have the effect of moving the price of the investment. Where a research analyst has an interest in a stock that he or she is commenting on, the interest must be disclosed within the research note.

#### 1.2.3 Personal Account Transactions

BRI has robust procedures in place to approve and monitor its employees personal account transactions to ensure that this does not conflict with the interests of clients.

If it is reasonably possible that a transaction may affect the price of an investment, employees are not permitted to execute personal account transactions in such investments prior to those for BRI clients unless the firm is satisfied that the employee was unaware of the firm's decision to execute such transactions for clients or where approved by the Compliance Department.

#### 1.2.4 Aggregating Orders and Price Averaging

BRI may combine an order to affect an investment transaction for a number of clients at the same time, provided we believe on reasonable grounds that the aggregation will not operate to their disadvantage. Please note the following:

- (a) Market conditions may not permit the aggregated order to be executed at once or in a single transaction. In such circumstances we may therefore execute it over such a period as we deem appropriate and report to clients a volume-weighted average price;
- (b) In some circumstances aggregating the order in this way may work to a client's disadvantage. We have in place an order allocation policy which is designed to ensure the fair allocation of aggregated orders with other clients. Where BRI employees are involved in such orders, stock is allocated fairly across all participants in the order.

The Compliance Department regularly monitors such transactions to ensure that the selection of clients and allocation of stock is fair.

#### 1.2.5 Re-allocation of Stock

BRI may undertake a revised allocation of an aggregated order if this is done promptly, if the investment is suitable for the client and provided the client is not disadvantaged in any way. All requests for re-allocation must be approved by the Compliance Department.

#### 1.2.6 Churning

Churning is the act of excessive trading which enables firms to increase commission levels while disregarding the best interests of the client. BRI's Board has a clear and unequivocal policy that churning is unacceptable. The level of trading is regularly reviewed by the Compliance Department and Board to ensure that the firm does not trade too frequently for its clients.

### 1.2.7 Research

Whilst research analysts are permitted to manage their own portfolios and have investments in companies they research, they are prohibited from dealing against their own research recommendations.

### 1.2.8 Gifts & Hospitality

While recognising the value of personal relationships with third parties, BRI has in place a gifts and hospitality policy which aims to mitigate potential conflicts of interest.

Our internal policies ensure that gifts and/or hospitality employees receive from clients, companies or other institutions are not extravagant and are designed to enhance the quality of service we provide to our clients.

We maintain a register of all gifts and hospitality (over an agreed thresholds), whether given or received, which is subject to Senior Management oversight.

### 1.2.9 Remuneration/Bonuses

BRI has a policy to remunerate its employees predominantly through salary. Other types of remuneration tend to represent only a modest part of the overall remuneration package and payments under this scheme are regularly reviewed to ensure that they do not encourage inappropriate behaviour.

### 1.2.10 Outside Business Interests & Memberships

Any outside business interests must be reported to the Compliance Department who will decide whether they need to be approved by the board to ensure that there is no conflict of interest between the employee or director and the firm or its clients.

We maintain a register of all Outside Business Interests & Memberships, which is subject to Senior Management oversight.

BRI employees are unable to act as Trustee, Executor, Director or Power of Attorney for our clients. We may allow this in exceptional circumstances subject to Board approval.

### 1.2.11 Disclosure

If at any stage we are in a position where we are unable to manage a conflict, the conflict will be disclosed to you so that you can make an informed decision on whether to proceed with the transaction or use our services.

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