# Prochoice Chrimatistiriaki Ltd

**Disclosures in accordance with Part Eight of 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**

**YEAR ENDED 31 DECEMBER 2017**

**June 2018**

**CONTENTS**

# 1. General Information and Scope of Application

**Requirements of the Regulation (EU) No 575/2013**

The information below is disclosed in accordance with the provisions of Part Eight of 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 (hereinafter the "Regulation") and paragraph 32(1) of DI144-2014-14 of the Cyprus Securities and Exchange Commission (the "CySEC") for the prudential supervision of investment firms.

The information that the Company discloses herein relates to the year ended 31 December 2017.

**Principal Activities**

Prochoice Chrimatistiriaki Ltd was incorporated in Cyprus 7th May 2008 as a private limited liability company under the Cyprus Companies Law, Cap. 113. The Company has applied for and obtained a licence with Number 100/09 in July 2009 from the CySEC to operate as a Cyprus Investment Firm.

Also, the company is a member of the Cyprus Stock Exchange (CSE) and a distant member of the Athens Stock Exchange (ASE).

Currently, the Company has a license to offer the following investment and ancillary services based on the applicable laws and regulations of the period under review:

| Investment Services |
|---|
| Reception and transmission of orders in relation to one or more financial instruments |
| Execution of Orders on Behalf of Clients |

| Ancillary Services |
|---|
| Safekeeping and administration of financial instruments, including custodianship and related services |
| Granting credits or loans to one or more financial instruments, where the firm granting the credit or loan is involved in the transaction |
| Foreign exchange services where these are connected to the provision of investment services |
| Investment research and financial analysis of other forms |
| Investment services and activities as well as ancillary services where these are connected to the provision of investment or ancillary services |

| Tied Agents |
|---|
| Approved Tied Agents |

The Company is operating online through its Online Trading Platform at the website www.pro-choice.com.cy.

**Disclosure Policy**

The Company discloses information in relation to its capital requirements on an annual basis.

The disclosures are published on the website of the Company five months after the financial year end.

**Scope of the Disclosures**

Prochoice Chrimatistiriaki Ltd does not have any subsidiaries and therefore the information presented in this report relates solely to the Company.

## 2. Governance – Board and Committees

### 2.1 The Board

The Board of Directors, which consists of both executive and non-executive independent members, has overall responsibility for the establishment and oversight of the Company's risk management and governance framework. The following are part of the responsibilities of the Board of Directors in relation to risk management:

- Setting the strategies and objectives of the Company
- Overseeing the internal control system of the Company
- Approving internal documents, policies and procedures
- Following any changes in the investment services market, investigating competition and deciding about the development of new products and the expansion of the Company

The Board has overall responsibility for the business. It sets the strategic aims for the business, in line with delegated authority from the shareholder and in some circumstances subject to shareholder approval, within a control framework, which is designed to enable risk to be assessed and managed.

The Board is satisfied that financial controls and systems of risk management are robust. The Board comprises of 2 executive directors and 4 non-executive directors.

### 2.2 Board - Recruitment and Diversity Policy

It is the Board’s responsibility to identify, evaluate and select candidates for the Board of the Company and thus a predetermined procedure is followed for such a selection.

Specifically, the members need to have integrity and honesty, the necessary qualifications, education, skills and experience in order to perform their duties. They also need to have financial knowledge, as well as experience relevant with the Company’s activities in general and with financial matters. Part of the duties of the Board of Directors is to find and evaluate, based on the above mentioned criteria, possible candidates who would be able to respond to the demands of the Board of Directors of the Company.
The Company recognizes the benefits of having a diverse Board of Directors which includes and makes use of differences in the skills, experience, knowledge and background between members of the Board. Therefore, diversity is taken into consideration when determining the optimum composition of the Board of Directors.

**2.4 Number of directorships held by members of the Board**

The table below provides the number of directorships a member of the management body of the Company holds at the same time in different entities, including Prochoice Chrimatistiriaki Ltd. Directorships in organizations which do not pursue predominantly commercial objectives, such as non-profit-making or charitable organizations, are not taken into account for the purposes of the below. For the purposes of the below, executive or non-executive directorships held within the same group count as single directorship.

| Name of Director | Position within Prochoice Chrimatistiriaki Ltd | Number of Directorships | |
|---|---|---|---|
| | | Executive | Non-Executive |
| Antonis Antoniou | Executive Director | 1 | 2 |
| Andreas Leonidou | Executive Chairman | 2 | - |
| Stelios Koiliaris | Non-Executive Director | - | 1 |
| Stavros Stavrou | Non-Executive Director | 2 | 1 |
| Stefanos Hailis | Non-Executive Director | 1 | 1 |
| Sergios Sergiou | Non-Executive Director | - | 1 |

**2.5 Structure and Organization of the Risk Management Framework**

The Company's Risk Management framework aims to establish, implement and maintain adequate policies and procedures designed to manage any type of risks relating to the Company's activities. The current Risk Management framework sets the process applied in the activities of and across the Company, designed to identify potential events that may affect its business, to manage risks to be within its risk appetite, and to provide reasonable assurance regarding the achievement of its mission and its objectives. Within the Company's Risk Management framework there are structures that provide for the validation role of Risk Management, Compliance and Internal Audit functions. Even though these are distinct functions and they perform specific duties in the overall Risk Management framework, there is a considerable degree of overlap and intersect present.

The Company has designed its risk management framework to be proportionate to the scale, nature and complexity of its business, and is comprised of the following components:

- Board of Directors
- Investment Committee
- Risk Management Function
- Compliance and Anti-money Laundering Function
- Accounting and Finance
- Internal Audit (Outsourced)

Board of Directors

As described in paragraph 2.1 above the Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management and governance framework.

Investment Committee

The Company has established an Investment Committee which is consisted of three members, the main responsibility of which is to set the investment policy of the Company according to the market environment at the time and formulates the framework in which the asset management and client investment advisory functions of the Company should operate.

Risk Management Function

The Risk Management function adapts and maintains specific policies and risk management procedures that enable the identification of the Company's risks. The risk management function is independent from any other units with administrative power and reports to the Board of Directors and the Investment Committee. It is responsible for providing advice to the Board with regards to the risk management policy of the Company and to ensure that any rewards are weighted by their associated risks. The risk management function also advises various Company business units on risk-return profiles associated with their operations and asset classes they are dealing with. It monitors the implementation of the Company agreed policy as defined by the Board of Directors and the various CySEC regulations.

Risk Management aims to continuously develop and improve risk measuring and monitoring mechanisms. In addition, the risk management function is responsible for reviewing and updating the Company's risk management policies and procedures. The Risk Management function is responsible to assess and report to the Board and the Investment Committee all data, events, actions and new expansion or entry to new investments that can expose the Company to any type of risk, which will have an impact to the Company's operating functions. The Risk Management function ensures that relevant controls are put in place to evaluate the effectiveness and the practical implementation of measures to mitigate and manage risks.

Compliance and Anti-money Laundering Function

The Company has a compliance officer who is responsible for identifying, assessing, advising, monitoring and reporting on the investment firm's compliance risk. Company compliance supports business in complying with current and emerging regulatory developments, including money laundering and terrorist financing control, identifying and managing market abuse and mitigating reputation risk. The compliance framework of the Company is based on the principles of effective compliance risk management as required by the law and different directives issue by supervisory authorities in Cyprus as well as different directives issue by European bodies.

The Company, following the Law on Prevention and Suspension of Money Laundering and Terrorist Financing (N188 (I)/2007) and the Directive DI144-2007-08 of 2012 of the Cyprus Securities and Exchange Commission for the Prevention of Money Laundering and Terrorist Financing, follows documented procedures for the prevention of transactions that may be related to money laundering and Terrorist Financing. Detailed procedures relating to the prevention of money laundering followed by the company are included in the "Procedures Manual for Prevention and Suspension of Money Laundering and Terrorist Financing".

Accounting and Finance Department

The Accounting department is responsible for the management accounts which are feeding into the Capital Adequacy requirements monitoring and the preparation and timely submission of the relevant reports to the CySEC. Furthermore, the Accounting Department is responsible for monitoring the Company's exposure to credit and market risks. It is also responsible for the safekeeping of clients' funds.

Internal Audit

The Internal Audit function is outsourced and is administratively independent from any other units of the Company and reports directly to the Board of Directors and the Audit Committee. It is responsible for conducting independent appraisals of the Company's activities, functions and operations to ensure that an adequate framework of internal controls has been established and is operating effectively.

The Internal Auditor is responsible for ensuring that Management has established a framework of specific internal controls, accounting controls and operating procedures, commensurate with exposures to risk and to ensure compliance with the overall guidance of Board-approved policies and applicable regulations. The efforts of the Internal Auditor are augmented through the use of audit resources obtained from third-party vendors in the area of information technology.

## 3. Information flow on risk to the management body

Communication of information at all relevant levels of the Company is defined by its organizational structure, which clearly specifies the reporting lines and allocates functions and responsibilities.
The Accounting Department, the Operations Department, and the Internal Audit, Risk Management and Legal and Compliance functions work in concert taking into account the nature, scale and complexity of the business of the Company, and the nature and range of investment services and activities undertaken in the course of this business. The integrated objective of these distinct functions is to enhance the accuracy and overall effectiveness of the Company's risk management and monitoring structure.

Given the desired specialization of duties in the overall Risk Management function and based on particular knowledge and expertise, the Company's Risk Management function focuses on the financial risk management area, with emphasis given on quantitative issues regarding financial types of risk. Compliance and Internal Audit roles are clearly defined for the management of compliance risk and operational risk respectively.

Risk information flows up to the Board of Directors directly through the functions of Risk Management, Internal Audit and Compliance, through the Audit Committee and the Investment Committee.

## 4. Board Declaration – Adequacy of risk management arrangements

The Board of the Company is responsible for reviewing the effectiveness of the Company's Risk Management arrangements and systems of financial and internal control. These are designed to manage rather than eliminate the risks of not achieving business objectives, and as such offer reasonable but not absolute assurance against fraud, material misstatement and loss.

The Board considers that it has in place adequate systems and controls with regard to the Company's profile and strategy and an appropriate array of assurance mechanisms, properly resourced and skilled, to avoid or minimize loss.

## 5. Board Risk Statement

The Company's risk statement is provided in Appendix I. This is approved by the Board and describes the Company's overall risk profile associated with the business strategy.

# 6. Capital Management

The adequacy of the Company's capital is monitored by reference to the provisions of the Capital Requirements Regulation (the "Regulation" or "Regulation (EU) 575/2012") and the Capital Requirements Directive as this is transposed by the CySEC (the "Directive" or "DI 144-2014-14"). Together the Regulation and Directive, referred to as CRDIV package, is an EU legislative package covering prudential rules for banks and investment firms and through a transitional period starting from 2014, will bring into force the regulatory provisions of Basel III.

The Basel III consists of three pillars:
(I) Minimum capital requirements
(II) Supervisory review process
(III) Market discipline

**Pillar I – Minimum Capital Requirements**

The Company adopted the Standardized approach for Credit and Market risk and the Fixed Overhead approach for Operational risk.

According to the Standardized approach for credit risk, in calculating the minimum capital requirement, risk weights are assigned to exposures, according to their characteristics and exposure class to which they belong.

The Standardized measurement method for the capital requirement for market risk adds together the long and short market risk positions according to predefined models to determine the capital requirement.

For operational risk, the Company is required to hold eligible capital of at least one-quarter of the fixed overheads of the previous year.

**Pillar II – The Supervisory Review and Internal Capital Adequacy Assessment Processes**

The Supervisory Review Process provides rules to ensure that adequate capital is in place to support any risk exposures of the Company in addition to requiring appropriate risk management, reporting and governance structures. Pillar II covers any risk not fully addressed in Pillar I, such as concentration risk, reputation risk, business and strategic risk and any external factors affecting the Company.

Pillar II connects the regulatory capital requirements to the Company's internal capital adequacy assessment procedures (ICAAP) and to the reliability of its internal control structures. The function of Pillar II is to provide communication between supervisors and investment firms on a continuous basis and to evaluate how well the investment firms are assessing their capital needs relative to their risks. If a deficiency arises, prompt and decisive action is taken to restore the appropriate relationship of capital to risk.

**Pillar III – Market Discipline**

Market Discipline requires the disclosure of information regarding the risk management policies of the Company, as well as the results of the calculations of minimum capital requirements, together with concise information as to the composition of own funds.

According to the CySEC Directive DI144-2014-14, the risk management disclosures should be included in either the financial statements of the investment firms if these are published, or on their websites. In addition, these disclosures must be verified by the external auditors of the investment firm. The investment firm will be responsible to submit its external auditors' verification report to CySEC within five months of each financial year.

The Company has included its risk management disclosures on its website as it does not publish its financial statements. Verification of these disclosures has been made by the external auditors and sent to CySEC.

**Capital adequacy ratio**

The primary objective of the Company's capital management is to ensure that the Company complies with externally imposed capital requirements and that the Company maintains healthy capital ratios in order to support its business and to maximize shareholders' value.

| **Table 1: Composition of the Capital Base and Capital Requirements** | **31 December 2017 €000** |
|---|---|
| **Eligible Own Funds before Solvency Filters** | |
| **Common Equity Tier 1 Capital** | |
| -Share capital | 852 |
| -Share Premium | - |
| -Reserves | (675) |
| -Profit / (Loss) from the audited current year | - |
| **Total Own Funds before Deductions:** | **177** |
| -Intangible Assets | (2) |
| -Investors Compensation Fund | (46) |
| **Total Common Equity Tier 1 Capital** | **129** |
| **Capital Requirements** | |
| Credit risk | 58 |
| Foreign Exchange Risk | - |
| Operational Risk (based on Fixed Overheads) | 62 |
| **Total Capital Requirements ((Max((CR+OPR);OPR))** | **62** |
| **Capital Adequacy Ratio** | **16,58%** |

The Own Funds of the Company consist solely of Common Equity Tier 1 Capital, which is made up of share capital, reserves (retained earnings) and audited Profit form current year.

Intangible assets and computer software are deducted from the Company's Common Equity Tier 1 Capital.

**Share Capital**

There were no changes in the share capital of the Company during the year.

**Large exposures**

As at 31/12/2017, the Company's exposure to other group entities was 121,89% which exceeded the 2% and 1% large exposure limit set by paragraph 61 of CySEC Directive 144-2014-14 with regards to the limits to shareholders, directors and their connected persons respectively.

## 7. Credit Risk

### General

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the statement of financial position date.

The Company has credit exposure to the banks with which it deposits funds. The Company has no credit exposure to clients since all client accounts are being segregated from the operational accounts of the company and are being handled as such all in accordance with CySEC regulations.

According to the Standardized approach for Credit risk, in calculating the minimum capital requirement, risk weights are assigned to exposures, after the consideration of various mitigating factors, according to the exposure class to which they belong. The main categories of exposures the Company is exposed to with regards to Credit risk are deposits with banks, trade and other receivables and fixed assets. The Company's policy is not to invest on own account in the stock market. Its assets are kept in the banks as well as assets used on hardware and software in order to execute the day to day work. The Company has credit risk exposure from clients since it provides credits to some of them.

Prochoice Chrimatistiriaki Ltd did not hold any derivatives and did not enter into any repurchase transactions, securities or commodities lending or borrowing transactions, long settlement transactions hence the Company does not face counterparty credit risk.
During 2017, the amount given as credit to customers is covered by shares own by customers and the shares that the customers are trading through the Company. The Company used eligible shares (e.g. shares listed in recognised exchange or included in a main index) received by its clients to reduce its credit risk exposures to those clients. The Company applies the Comprehensive Approach for Credit Risk Mitigation (hereinafter "CRM") purposes.

### Capital Requirements

The Company follows the Standardized Approach for the calculation of the minimum capital requirements for credit risk.

Table 2 below presents the allocation of credit risk in accordance with the Standardized Approach exposure classes:

| Table 2: Exposure Amount per Asset Class and Minimum Capital Requirements | | | 31 December 2017 €000 | | |
|---|---|---|---|---|---|
| **Asset Classes** | **Average exposure Amount €000** | **Exposure Amount before CRM €000** | **Exposure Amount after CRM €000** | **Risk Weighted Assets €000** | **Minimum Capital Requirements €000** |
| Corporates | 255 | 499 | 476 | 439 | 35 |
| Institutions | 496 | 657 | 657 | 218 | 17 |
| Other Items | 20 | 22 | 22 | 22 | 2 |
| Public Sector Entities | 45 | 46 | 46 | 45 | 4 |
| **Total** | **816** | **1.224** | **1.201** | **724** | **58** |

***Use of External Credit Assessments Institutions' (ECAI) Credit Assessments for the determination of Risk Weights***

For the purposes of applying the Standardized Approach, the nominated External Credit Assessment Institutions (ECAI), recognized by the Central Bank of Cyprus (CBC) are Fitch Ratings, Standard and Poor's Rating Services, and Moody's Investor Service.

The Company has selected and continues to use Fitch Ratings as the External Credit Assessment Institution (ECAI).

| CQS | Fitch |
|---|---|
| 1 | AAA to AA- |
| 2 | A+ to A- |
| 3 | BBB+ to BBB- |
| 4 | BB+ to BB- |
| 5 | B+ to B- |
| 6 | CCC+ and below |

Exposures without an available Fitch"s credit rating are considered to be unrated. As at 31 December 2016, all exposures are unrated; however, for exposures to Public Sector Entities and institutions, the Company used the credit rating of the country in which the institution is incorporated in order to determine the corresponding risk weight.

**Transfer of Credit Assessments onto items not included in the Trading Book**

For exposures to regional governments or local authorities, public sector entities and institutions, the ECAIs are applied in the following priority:
1. Issue/Exposure.
2. Issuer/Counterparty.
3. Sovereign.

For exposures to central governments or central banks, multilateral development banks, corporates, and CIUs, the ECAIs are applied in the following priority:
1. Issue/Exposure.
2. Issuer/Counterparty.
The ECAIs are not taken into account where all relative exceptions per the CRR apply.

Table 3 below presents the exposures of the Company before and after CRM by CQS:

| **Table 3: Exposures before and after CRM by CQS** | | **31 December 2017 €000** |
|---|---|---|
| **CQS** | **Exposure amount before CRM** | **Exposure amount after CRM** |
| 5 | 208 | 208 |
| 6 | 141 | 141 |
| Unrated/Not Applicable | 875 | 852 |
| **Total** | **1.224** | **1.201** |

Table 4 presents the breakdown of exposure classes per residual maturity:

| **Table 4: Exposure classes and Residual Maturity** | | | **31 December 2017 €000** |
|---|---|---|---|
| **Asset Classes** | **Current account/ Less than 3 months** | **More than 3 months or no maturity** | **Total** |
| Corporates | 260 | 239 | 499 |
| Institutions | 627 | 30 | 657 |
| Other Items | 5 | 17 | 22 |
| Public Sector Entities | - | 46 | 46 |
| **Total** | **892** | **332** | **1.224** |

Table 5 presents the exposures of the company by geographic area:

| Table 5: Geographic Distribution of Exposure | | | 31 December 2017 €000 |
|---|---|---|---|
| **Asset Classes** | **Cyprus** | **Greece** | **Total** |
| Corporates | 499 | - | 499 |
| Institutions | 417 | 240 | 657 |
| Other Items | 22 | - | 22 |
| Public Sector Entities | 46 | - | 46 |
| **Total** | **984** | **240** | **1.224** |

Table 6 below presents the breakdown of the Company's exposures into industry sectors, analysed by asset class:

| Table 6: Breakdown of exposures to industry sectors | | | 31 December 2017 €000 |
|---|---|---|---|
| **Asset Class** | **Financial/ Banking Services** | **Other** | **Total** |
| Corporates | 418 | 81 | 499 |
| Institutions | 657 | - | 657 |
| Other Items | 6 | 16 | 22 |
| Public Sector Entities | 46 | - | 46 |
| **Total** | **1.127** | **97** | **1.224** |

**Impairment of assets**

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that are subject to depreciation or amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

**Funded Credit Protection**
The Company mitigates its counterparty credit risk exposure by recognizing the deposits/margin of its counterparties as eligible funded credit protection.

The Company applies the Comprehensive Method for Credit Risk Mitigation (CRM) purposes.

The table below provides separately for each exposure class, the total exposure value (after, where applicable, on- or off-balance sheet netting) that is covered - after the application of volatility adjustments - by eligible financial collateral.

| **Table 7: Credit Protection** | | | **31 December 2017 €000** |
|---|---|---|---|
| **Asset Class** | **Funded Credit Protection** | **Unfunded Credit Protection** | **Total** |
| | **€000** | **€000** | **€000** |
| Corporates | - | - | - |
| Institutions | 68 | - | 68 |
| Other Items | - | - | - |
| Public Sector Entities | - | - | - |
| **Total** | **68** | **-** | **68** |

We note that the Company's eligible funded credit protection, is in the form of cash.

No guarantees or credit derivatives or on-balance sheet netting agreements are recognized for the purposes of credit risk mitigation.

## 8. Operational Risk

*General*
Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks. The directors are responsible for managing operational risk and have identified the following risks which are considered significant to the Company.

All people involved in the operations are working between certain procedures that are approved by the board and everybody's work regarding company's operations as payments, new customer account opening and execution of customers' orders is monitor by the risk management officer. Adequate backups are kept in order for the company to be able to operate once an external disaster occurs. The company owns an electric generator to be able to operate once the electric supply is down. Also the company has two different internet supplies to avoid any discontinuation of the operations. Contingency and recovery plans for core services, key systems and priority business processes have been developed and are revisited as part of existing management processes to ensure that continuity strategies and plans remain relevant. Awareness campaigns remain a critical tool in driving a business continuity culture across the company. The company will continue to enhance and develop operational resilience to meet evolving business priorities.

The Company manages operational risk through a control-based environment in which processes are documented and systems are reviewed and upgraded. This is enhanced by continuous monitoring.

**Capital Requirements**

The Company applies the Fixed Overhead approach for calculating the amount of capital required under the minimum regulatory capital requirements for Operational Risk since it falls under Article 95(1) of the Regulation. Under this method, the Company calculates its total Risk Weighted Assets as the higher of the following:

a. the sum of the risk weighted assets calculated for credit and market risks; and

b. 12,5 multiplied by the one quarter of the fixed overheads of the preceding year.

The following table shows the calculation of the capital requirements for Operational Risk.

| Operational Risk (Fixed Overheads Approach) | Minimum Capital Requirements €000 |
|---|---|
| 25% of the fixed overheads of the preceding year | 62 |

## 9. Market Risk

*General*
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments.

Market risk changes in line with fluctuations in markets prices, such as foreign exchange rates, interest rates, equities and commodities prices. These market prices affect the Company's income or the value of its holdings of financial instruments.

*Management of market risk*
The Company's products can be divided into two: those which relate to a liquid financial market in which it is normally easy for the Company to hedge and those for which there is not an easily accessible and cost-effective hedging mechanism.

The Company does not take proprietary positions based on an expectation of market movements.

During 2017 due to the fact that the company cannot perform the investment activity of dealing for own account, it had no investments in bonds or shares in any stock market.

*Foreign Exchange risk*
Foreign exchange risk results from adverse movements in the rate of exchange on transactions in foreign currencies. The Company keeps mainly its accounts in Euro therefore no foreign exchange rate risk exists. As at 31 December 2017, the Company was not exposed to currency risk

*Interest rate risk*
Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company considers interest rate risk to be significantly low.

**Capital Requirements**

As the Company has no trading book, it calculates its capital requirements on foreign exchange risk only. However, as at 31/12/2017, the Company's open position in foreign currencies is zero and as a result, the Company does not hold any capital for foreign exchange risk.

## 10. Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses.

*Exposure to liquidity risk*
Positions can be closed at any time by clients and can also be closed by the Company, in accordance with the Company's terms and conditions. If after closing a position a client is in surplus, then the amount owing is repayable on demand by the Company.

*Management of liquidity risk*
In accordance with the CySEC clients' money rules, the Company holds in segregated, clearly designated as clients' money bank accounts, all the funds of its clients. Therefore the Company considers liquidity risk in relation to all clients' trading activity to be significantly low.

## 11. Regulatory and Compliance risk

The Company is regulated by the Cyprus Securities and Exchange Commission. The regulator under its capacity is issuing several circulars which are expected to affect the Company's current operations. One of these circulars is referring to bonuses that CIFs are providing to their clients creating an incentive to trade.

The Company's revenue depends upon the maintenance of licenses from regulators. Non-compliance with the regulatory framework of jurisdictions in which the Company's trading platform is accessible from, could adversely affect the Company's profitability and may result in the suspension, revocation or amendment of its licenses and/or other enforcement action.

Increased regulatory scrutiny of the industry in which the Company operates could adversely affect the Company's revenue, business and profitability. Changes to the EU regulatory framework, current and proposed EU regulations and directives could restrict the Company's business. The implementation of necessary changes to comply with the increased regulatory framework could potentially result in significantly additional demand on the Company's resources.

To mitigate Regulatory and Compliance Risk, the Compliance and Risk Management Departments keep abreast of regulatory developments, participate in material regulatory consultations, and aim to anticipate regulatory issues by providing advice to the Company’s Board of Directors and the business on such matters on an ongoing basis. External legal advice is obtained on new regulations affecting the CFDs sector in the jurisdictions in which the Company operates. Relevant actions are then initiated by the Company to ensure comprehensive and consistent compliance at all times.

*Regulatory capital management*
The Company manages its capital to ensure that it will be able to continue as a going concern while increasing the return to shareholders through striving to improve the Equity and Capital Adequacy Ratio. The Company's overall strategy remains unchanged from last year.

## 12. Remuneration Disclosures

In accordance with the Regulation, the Company should disclose information about its remuneration policy and practices followed for those categories of staff whose professional activities have a material impact on its risk profile.

Due to its size and the principle of proportionality, which takes into account the scale, nature and complexity of activities of the Company, the Company considers all its employees as persons with material risk impact on the Company.

The Company's remuneration policy is set by the Board of Directors. The Board of Directors is responsible to determine the remuneration of the Directors and the Secretary of the Board. The level of remuneration offered by the Company to management and staff is established based on skills, knowledge, individual performance and the remuneration offered by other companies that are similar in size and range of activities.

The remuneration structure offered by the Company to management and staff comprises mainly of a fixed salary cash component. The Company's remuneration policy includes variable pay component (cash based) in the form of bonuses.

The Company's annual remuneration to management and staff as at 31 December 2017 is shown in the Table below:

| **Annual Remuneration** | **31st December 2017 €000** | | | |
|---|---|---|---|---|
| | **Number of beneficiaries** | **Fixed** | **Variable** | **Total** |
| Senior Management and Executive Directors | 6 | 77 | - | **77** |
| Other staff | 3 | 58 | - | **58** |
| **Total** | **9** | **135** | - | **135** |

The category “Senior Management and Executive Directors” includes Executive Directors and heads of departments.
Other staff includes the remaining persons employed by the Firm during 2017.

| **Business Area** | **31st December 2017 €000** |
|---|---|
| | **Aggregate Remuneration** |
| Administrative and Operational Services | 43 |
| Finance and accounting | 15 |
| Control functions | 77 |
| **Total** | **135** |

# Appendices

## Appendix I - Board Approved Risk Statement

The principal activity of the Company is the provision of financial services within the meaning and terms of the Investment Services and Activities and Regulated Markets Law of 2007 (the "Law"), as amended. As a result of these activities the Company faces a variety of risks. Therefore, the Company's Risk Management framework aims to establish, implement and maintain adequate policies and procedures designed to manage any type of risks relating to the Company's activities. The current Risk Management framework sets the process applied in the activities of and across the Company, designed to identify potential events that may affect its business, to manage risks to be within its risk appetite, and to provide reasonable assurance regarding the achievement of its mission and its objectives.

The Risk Management function ensures that relevant controls are put in place to evaluate the effectiveness and the practical implementation of measures to mitigate and manage risks.

The Company's Risk Profile is managed as follows:

### a) Credit Risk Management – Compliance with CRR

Capital adequacy is closely monitored by the Accounting Supervisor with quarterly reporting provided to the Board and to the CySEC. The purpose of capital is to provide sufficient resources to absorb the losses that the Company does not expect to make in the normal course of business (unexpected losses).
According to section 67 (2) of the Law, CIF own funds must in no case fall below the level of initial capital as provided in section 10 of the Law. The own funds of the Company have not decreased during 2016 below the limits provided for in section 67 of the Law.

The Company aims to maintain a minimum risk asset ratio which will ensure there is sufficient capital to support the Company during stressed conditions.

The Pillar 1 minimum capital requirement is calculated by exposure using a Minimum Capital Adequacy Ratio of 8% as defined by the relevant CySEC Directive.

### b) Operational Risk management - Application of the Fixed Overheads Method

The Company manages operational risk through a control-based environment in which processes are documented and systems are reviewed and upgraded. This is enhanced by continuous monitoring. The Company's Policy Manual outlines roles and responsibilities of each department and the procedures the Company has in place to mitigate operational risk arising from the investment and ancillary services it offers to clients, clients" assets and systems.

The Company's Business Continuity Plan is designed to prevent, manage and resolve crisis situations. It aims at minimization of the risk of forcing the Company to suspend its operations, minimization of possible effect of temporary suspension of the Company's activities and letting the Company recover its normal course of business, which may slow down in a crisis situation.

**c) Market Risk**

Market Risk is defined as the risk of financial loss as a result of changes in interest rates, exchange rates, stock prices and commodity prices. The Standardized Approach is used to calculate the Company's market risk capital requirements.

**Currency Risk:** Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Company's management monitors the exchange rate fluctuations on a continuous basis in order to act accordingly. `

As at the year end, the Company's capital requirements for currency risk were nil as it had no positions denominated in currencies other than the EUR which is the reporting currency.

**Interest Rate Risk:** Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's management monitors interest rate fluctuations on a regular basis in order to act accordingly. The Company's current income and operating cash flows are independent of fluctuations of the market interest rates.

**Liquidity Risk**
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to closely monitor liquidity on a continuous basis in order to ensure, as far as possible, that it will always have sufficient cash and other liquid assets to meet its liabilities when due.

**Strategy Risk**
Strategic risk is the risk of loss arising from adverse business decisions, improper implementation of decisions or lack of responsiveness to changes in the business environment. The Company's exposure to strategic risk is managed by the performance of a risk analysis of the Company's future strategic actions, such as the development of a new product or service and the expansion to a new market.

**Reputation Risk**
Reputational risk is the risk arising from an adverse perception of the image of the Company that whether true or false, could harm the Company and lead to decreased clientele, reduction of income and/ or legal actions against the Company. The Company has transparent policies and procedures in place in order to provide the best possible service to its clients and mitigate such risks.

**Compliance Risk**
The Company's current income and operating cash flows are independent of fluctuations of the market interest rates. Other than cash at bank, which may attract interest at normal commercial rates, the Company has no other interest bearing financial assets or liabilities.

Regulatory risk is the risk the Company faces by not complying with relevant laws and directives issued by its supervisory body. This risk is mitigated by the continuous monitoring of applicable laws and regulations exercised by the Company's Compliance Officer.

Legal risk is the risk of loss arising from non-compliance or violation of legal contracts and law suits. Legal risk is identified and managed by the Company's senior management and Board of Directors. The Company's legal counsels play an active role in the identification and management of legal risk.

## Appendix II - Balance sheet reconciliation

| Balance Sheet Description, as per published financial statements | 31st December 2017 €000 |
|---|---|
| Share Capital | 852 |
| Share Premium | - |
| Retained earnings | (675) |
| Profit / (Loss) from the audited year | - |
| Intangible assets/Goodwill | (2) |
| ICF Deduction | (46) |
| **Total Own Funds** | **129** |

## Appendix III - Own funds disclosure template under the Transitional and fully phased in definition

| 31 December 2017 | Transitional Definition | Full-Phased in Definition |
|---|---|---|
| | €'000 | €'000 |
| **Common Equity Tier 1 capital: instruments and reserves** | | |
| Capital instruments and the related share premium accounts | 852 | 852 |
| Retained earnings | (675) | (675) |
| Accumulated other comprehensive income (and other reserves, to include unrealized gains and losses under the applicable accounting standards) | | |
| Funds for general banking risk | - | - |
| **Common Equity Tier 1 (CET1) capital before regulatory adjustments** | **177** | **177** |
| **Common Equity Tier 1 (CET1) capital: regulatory adjustments** | | |
| Intangible assets (net of related tax liability) | (2) | (2) |
| (-) Additional deductions of CET1 Capital due to Article 3 CRR | (46) | (46) |
| Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability) | - | - |
| **Total regulatory adjustments to Common Equity Tier 1 (CET1)** | **(48)** | **(48)** |
| **Common Equity Tier 1 (CET1) capital** | **129** | **129** |
| **Additional Tier 1 (AT1) capital** | **-** | **-** |
| **Tier 1 capital (T1 = CET1 + AT1)** | **129** | **129** |
| **Tier 2 (T2) capital** | **-** | **-** |
| **Total capital (TC = T1 + T2)** | **129** | **129** |
| **Total risk weighted assets** | **780** | **780** |
| **Capital ratios and buffers** | | |
| Common Equity Tier 1 | **16,58%** | **16,58%** |
| Tier 1 | **16,58%** | **16,58%** |
| Total capital | **16,58%** | **16,58%** |

**Definitions:**
The Common Equity Tier 1 (CET1) ratio is the CET1 capital of the Company expressed as a percentage of the total risk weighted assets for covering pillar 1 risks.

The Tier 1 (T1) ratio is the T1 capital of the Company expressed as a percentage of the total risk weighted assets for covering pillar 1 risks.

The Total Capital ratio is the own funds of the Company expressed as a percentage of the total risk weighted assets for covering pillar 1 risks.