

JB CAPITAL GENERAL CONFLICT OF INTEREST POLICY

1. Introduction and scope

1.1 Introduction

In accordance with the provisions of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (hereinafter "**MiFID II**"); Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing MiFID II as regards organisational requirements and operating conditions for investment firms (hereinafter, "**Regulation 2017/565**"), Law 6/2023, of 17 March, of Securities Markets and Investment Services (hereinafter, "**Securities Market Law**") and Royal Decree 813/2023 of 8 November on the legal regime for investment services firms and other entities providing investment services (hereinafter, "**Royal Decree 813/2023**"), investment services firms must have a conflicts of interest policy appropriate to the size and organisation of the entity and the nature, scale and complexity of its business.

To this end, this document contains the Conflicts of Interest Management Policy (hereinafter, the "**Policy**") of JB Capital Markets, S.V., S.A.U. (hereinafter, indistinctly, "**JB Capital**" or the "**Company**"), the purpose of which is as follows:

- Identify circumstances that may give rise to a conflict of interest involving a significant risk of undermining the interests of one or more clients.
- Establish the procedures to be followed and the measures to be taken to manage such conflicts of interest in order to avoid damage to the interests of clients.
- Define the mechanisms for disclosing or notifying clients of all conflicts of interest that could not be avoided during the provision of investment or ancillary services.
- Identify the circumstances, in relation to the services provided by other entities with which contractual relationships are maintained that could be affected by this procedure, including those providing advisory services to companies on capital structure, industrial strategy and related matters, as well as advice and other services in relation to mergers and acquisitions of companies, including JB Investment Banking, S.L.U., that could give rise to a conflict of interest involving a significant risk of undermining the interests of one or more clients.

In accordance with this objective, this Policy also takes into account any circumstances, of which JB Capital is or should be aware, which may give rise to a conflict of interest as a result of the structure and activities of other members of the Company or other entities whose ultimate beneficial owner is the same as JB Capital.

This Policy, together with its annexes, shall be read and applied in conjunction with the Internal Rules of Conduct (hereinafter "**IRC**") in the securities markets of the Company and may be supplemented by specific procedures and policies for the identification and management of conflicts of interest relating to certain specific investment or ancillary services.

1.2 cope of application

1.2.1 Subjective scope of application

This Policy is applicable, together with the Company, to its directors, employees and persons directly or indirectly related to it by a relationship of control and will also be applicable to *Principal Investments* (from the company JB Capital Management Iberia Advisors, S.L.U.), as well as other entities with which contractual relationships are maintained that may be affected by this procedure, including those that provide advisory services to companies on capital structure, industrial strategy and related matters, as well as advisory and other services in relation to mergers and acquisitions of companies, among them, JB Investment Banking, S.L.U. All of them will be referred to in this Policy as "**Subject Persons**".

Notwithstanding the foregoing, the persons and departments of JB Capital involved in the implementation of the Policy are as follows:

- Members of JB Capital's Board of Directors and any other persons, both employees and officers of the Company: shall be responsible for identifying potential conflicts of interest.
- Heads of the different departments or areas of the Company: they shall be responsible for communicating potential conflicts of interest to the Regulatory Compliance Department.
- Compliance Department (hereinafter "**Compliance**"): shall be responsible for adopting the necessary monitoring or corrective measures. It shall also be responsible for the annual review of the content of the Policy and its compliance with regulatory requirements.
- Internal Audit Department (hereinafter "**Internal Audit**"): shall be responsible for monitoring compliance with the Policy by the above departments and shall report any detected non-compliance to the Board of Directors.

In this regard, any employee of JB Capital and other entities with which contractual relationships are maintained that may be affected by this procedure, including those providing advisory services to companies on capital structure, industrial strategy and

related matters, as well as advice and other services in connection with mergers and acquisitions of companies, including JB Investment Banking, S.L.U., including the management and members of the Board of Directors, shall be responsible for identifying potential conflicts of interest arising from their operations.

1.2.2. Objective scope of application

For the purposes of this Policy, conflicts of interest shall be deemed to be the concurrence in the same person or decision-making body of at least two (2) competing interests that could compromise the impartial provision of an investment service or activity related to the securities market.

Conflicts of interest can occur, for example, between:

- The interests of a client or of two or more clients of JB Capital, with each other or with JB Capital;
- The analysis receivers of JB Capital ;
- The personal interest of officers or employees of JB Capital or other entities with which JB Capital has a relationship that may involve a conflict of interest.

For the purposes of the preceding paragraph, a conflict of interest is deemed to arise when JB Capital or the Persons Subject to this Policy:

- can make a financial profit or avoid a financial loss at the expense of the customer;
- have an interest in the outcome of a service provided to the customer or of a transaction carried out on behalf of the customer that is distinct from the customer's interest in that outcome;
- have financial or other inducements to favour the interests of another client or group of clients over the interests of the first client;
- carry out the same activity as the client;
- receive or are to receive from a person other than the customer an inducement in relation to a service provided to the customer, in the form of money, goods or services, other than the usual commission or remuneration for that service;
- the performance of the professional activity of a Person Subject may be affected by the possibility of favouring the interests of a family member, his or her personal assets, a Person Subject with whom he or she has a relationship or any other type of analogous personal relationship.

2. Identifying and managing conflicts of interest

The Company shall at all times take appropriate measures to detect and manage potential conflicts of interest that may arise at the time of the provision of any investment or ancillary services, in order to prevent them from harming the interests of the Company and in particular from undermining the interests of its clients, taking

into consideration not only the activity provided by the Company but also by other entities with which the Company has a relationship that may involve a conflict of interest.

In those cases where the measures adopted by the Company are not sufficient to ensure that prejudice to customers is avoided, the Company shall clearly disclose, prior to taking action, the nature and origin of the conflict of interest, as well as the risks arising as a consequence of such conflicts and the measures adopted to mitigate those risks, so that the customer can make a reasoned decision to that effect.

2.1 Identification of investment services and activities that may give rise to conflicts of interest

The investment or ancillary services provided by JB Capital that may give rise to conflicts of interest are as follows:

- Management of the Company's own account.
- Proprietary trading by executing client orders.
- Reception, transmission and execution of orders on behalf of clients.
- Investment advice.
- Underwriting of financial instruments or placement of financial instruments on the basis of a firm commitment.
- Placement of financial instruments without a firm commitment.
- Advice to companies on capital structure, industrial strategy and related issues, and advice and services in connection with mergers and acquisitions.
- Preparation of research reports and financial analysis or other forms of general recommendation relating to transactions in financial instruments

2.2 Identification of potential conflicts of interest

By way of example, but not limitation, the main scenarios identified by JB Capital in which conflicts of interest may arise are as follows:

- **Related to the provision of investment and/or ancillary services**

Subject Persons will incur a conflict of interest when they are in any of the following circumstances, whether as a result of providing investment or ancillary services, or carrying out investment activities or otherwise:

- To be able to obtain a financial benefit or avoid a financial loss at the expense of a customer.

- Improper use of information relating to the Company's customers, where such information risks prejudicing the interest of one or more customers.
- Having an interest that does not coincide with that of the customer in the outcome of the service provided to a customer or in the outcome of a transaction carried out on the customer's behalf.
- Having financial or other inducements to favour the interests of one customer, including its sustainability preferences, to the detriment of another.
- Carrying out the same activity as the client and which may come into collision with the client.
- Exchanging privileged or reserved information between Persons Subject belonging to different areas or departments or within the same area or department, whenever one or more clients could be harmed.
- Receiving from a person other than the customer an inducements in relation to a service provided to the customer, in the form of monetary or non-monetary services or benefits.
- Providing an investment or ancillary service, especially related to investment advice, which undermines the interests of clients, including their sustainability preferences, for the benefit of an employee, the Company or those entities of the Group that could benefit.
- **For possible links of Subject Persons**
 - Potential conflicts of interest that may arise due to family or similar relationships of the Subject Persons. Family ties shall be understood to mean kinship up to the second degree, by consanguinity or affinity (ascendants, descendants, siblings and their spouses), while ties of a similar nature shall be understood to mean those maintained with a person who is their partner. Subject Persons shall be understood to have family ties or ties of a similar nature when they are with the following persons:
 - Customers to whom services are provided, provided that they are known to be customers of the Company.
 - Persons holding administrative or management positions in client companies or companies admitted to trading on a stock exchange.
 - Other Subject Persons.

- Potential conflicts of interest that may arise in relation to the economic ties of the Covered Persons with clients or companies listed on a stock exchange. In any case, direct or indirect ownership of a stake of more than 5% of the capital in companies listed on a stock exchange shall be considered to be a financial relationship.
- Potential conflicts of interest that may arise from the functions performed by the Subject Persons within the Company or in Group Entities or other entities whose ultimate owner is the same as JB Capital.
Likewise, special attention shall be paid to potential conflicts of interest that may arise between the different departments or areas of JB Capital or other entities whose ultimate owner is the same as JB Capital by those Covered Persons who have been assigned functions in several of these departments, even though hierarchically or in terms of remuneration they only report to one of them. For these purposes, in the event that conflicts of interest are identified or generated, the Compliance department shall be informed. Notwithstanding the foregoing, the knowledge of conflicts of interest of the Affected Persons has been reinforced in order to ensure that they act in the best interests of the customer, without circumstances of conflicting interests between them, thereby mitigating the appearance of potential conflicts of interest.

2.3. Measures for the management of potential conflicts

In order to prevent conflicts of interest and avoid undue insider trading, JB Capital's IRC includes special procedures concerning the separation between areas, to avoid conflicts of interest between various clients, or between the different activities carried out by the Company.

The measures established by the Company to manage the conflicts of interest identified are designed to enable the Covered Persons to act with an appropriate level of independence with respect to the size and activity of JB Capital, and the significance of the risk of harm to the interests of clients and the Company. Specifically, such measures include:

- Measures to **prevent and control the improper use of information relating to the Company's clients and other clients of entities whose ultimate owner is the same as JB Capital**, when such information entails the risk of harming the interests of one or more clients. In order to prevent the flow of information, the Company has established the necessary barriers to ensure physical and computerised separation between the various separate areas in order to guarantee that each of these areas takes its own decisions

regarding the markets and to avoid conflicts of interest. In addition, there is a **List of securities under surveillance and a List of restricted securities**, which are regularly circulated to the main heads of the business departments and to heads exercising control functions, listing entities for which permission must be requested in the event of wishing to carry out any transaction either by JB Capital or by other entities whose ultimate owner is the same as that of JB Capital, in the case of the first list, and in which the Company may not operate on its own account. All of the above is for the purpose of contributing to the appropriate price formation of the financial instruments traded and avoiding the improper use of privileged information.

- Measures aimed at making it difficult to **exchange information between Covered Persons belonging to different areas or departments or in the same area or department or other entities whose ultimate owner is the same as that of JB Capital**. In particular, employees and managers who provide services in a separate area or are employees of other entities whose ultimate owner is the same as that of JB Capital must undertake in writing not to pass on inside or confidential information to any person outside the separate area itself or to persons in the same area or department but who are not aware of such inside information. Employees outside a separate area shall not have access to files and databases pertaining to that area without the explicit permission of the head of the relevant area or department. Likewise, there shall be private folders for each employee within the same area or department in which they shall store the privileged information to which they have access so that the rest of the members of the area or department do not have access to it.
- Independent **lines of supervision** of Subject Persons whose main functions are the performance of activities or the provision of services for or on behalf of clients with conflicting interests, or who have different and potentially conflicting interests.
- The **remuneration of the Subject Persons** is based on criteria to reasonably promote the objectivity and independence of the services provided, without prioritising the interests of one business area over those of another. Likewise, the remuneration schemes within each area have been designed in such a way as to avoid the generation of conflicts of interest between the personal interests linked to the remuneration of employees and the interests of clients. The Company has a Memorandum describing remuneration policies and practices at Group level.
- Measures to **limit the possibility of a third party exerting an inappropriate influence on the decisions taken by the Covered Persons**. Along these lines, decisions to acquire or dispose of financial

instruments must be taken autonomously within each separate area, without specific orders or recommendations from other separate areas.

- Measures to exercise extreme caution and avoid possible conflicts of interest in the exceptional case that the **same Subject Person is simultaneously involved in two different services** or activities and that this circumstance implies a conflict of interest.
- Specific measures and procedures in relation to the **receipt and/or payment of inducements/repayments from or to third parties**, which ensure compliance with inducements regulations. Specifically:
 - In the case of independent advice, no inducements from third parties shall be received.
 - For all other investment and/or ancillary services it is justified by the provision of an additional or higher value-added service to the client concerned, commensurate with the level of monetary or non-monetary commissions or fees received; designed to enhance the quality of the service; which does not directly benefit the recipient entity, its shareholders or employees without a tangible benefit to the client concerned; and, it is justified by the provision of an ongoing benefit to the client concerned in relation to an ongoing inducements.
 - In the above case, compliance with JB Capital's obligation to act honestly, impartially and professionally, in the best interests of its clients, must not be prejudiced. Furthermore, the existence, nature or amount of commissions or fees or, where the amount cannot be determined, the method of calculating the amount thereof must be clearly disclosed to the client in a full, accurate and understandable manner prior to the provision of the service to the investor client.
- Measures that guarantee **independent and objective management of the placement of securities and underwriting** in whose issue or offer JB Capital has participated, as well as in the **preparation of research reports**. To this end, it has a specific policy on conflicts of interest in placement transactions and a conflict of interest policy for the separate analysis area.
- Measures to prevent conflicts of interest arising from the **simultaneous provision of proprietary trading and investment advisory services**. A specific policy has been defined for this purpose.
- In the case of the **provision of investment advisory services**, measures are in place to mitigate the possibility of recommending products that harm the

interests of customers, including their sustainability preferences, by generating a benefit for the employee or the Company, including those entities of the Group that could be affected.

- In the exceptional¹ case of the provision of the service of **proprietary trading service executing client orders for fixed income products from the equities execution desk** (reception, transmission and execution of orders on behalf of clients), potential conflicts of interest are mitigated, since the use of the proprietary account in these cases is purely transitory and execution of client orders as set out in Regulation 2017/565 in its footnote 103, which states that proprietary trading with clients by an investment firm is to be considered as execution of client orders and is to be execution of client orders and shall therefore be subject to the requirements of MiFIDII and this Regulation.
- Measures to avoid potential conflicts of interest as a result of a **family or similar relationship between two Covered Persons**. When this circumstance arises, the Covered Persons must notify the Director of the Compliance Department. In the event that one of the members of the Compliance Department is one of the Subject Persons affected, he/she must inform the Internal Auditor or the Chief Executive Officer so that the situation of potential conflict can be managed.

2.4 Procedure for detecting and managing conflicts of interest

When a situation arises that may give rise to a conflict of interest, the Subject Person who detects the situation or is involved in the situation giving rise to the conflict must immediately inform the Compliance Director of the fact, indicating all known circumstances that may give rise to the conflict of interest. Compliance shall adopt the necessary monitoring or corrective measures to ensure that under no circumstances does the situation in question harm a client and, if appropriate, shall inform the Board of Directors. In the event that the conflict of interest affects the Compliance Department, the Internal Auditor or the Chief Executive Officer shall be informed so that the necessary measures may be taken to monitor or correct the conflict of interest.

In any case, all employees of the Company must annually complete and sign a form aimed at avoiding and detecting possible conflicts of interest that may arise due to family relationships, personal assets or any other cause.

¹ Since 1 March 2024, there has been no Fixed Income Department at JB Capital as JB Capital has decided to discontinue the secondary fixed income business. Notwithstanding the above, and on an occasional and exceptional basis, the Equities Area could carry out this activity provided that the technological resources of the entity allow it.

The Company's employees shall therefore be responsible for identifying conflicts in their department where there is a significant risk of prejudicing the interest of a client or a plurality of clients. Such conflicts of interest shall be entered by Compliance into the **Unified Conflicts of Interest Register** in accordance with the JB Capital Markets Mandatory Record Keeping Procedure.

Where a conflict of interest has been identified in the provision of the corporate finance strategy advisory service (Investment Banking) and the underwriting or placement of financial instruments and cannot be managed, the Company will refrain from participating in the transaction.

2.5 Customer disclosures of potential conflicts of interest

In those cases in which the mechanisms established by the Company are insufficient to prevent the conflict of interest from causing harm to customers, disclosure of the conflict of interest to the affected customers prior to the provision of the service or conclusion of a transaction shall be made as a measure of last resort.

The disclosure shall clearly state that the organisational and administrative measures put in place by the Company to prevent or manage such a conflict are not sufficient to ensure, with reasonable certainty, that risks of damage to the client's interests will be prevented. The disclosure shall include a specific description of the conflicts of interest arising in the provision of investment or ancillary services, taking into account the nature of the client to whom the disclosure is addressed. The description shall explain the general nature and source of the conflicts of interest, as well as the risks arising for the client as a result of those conflicts and the measures taken to mitigate those risks, in sufficient detail to enable the client to make an informed decision in relation to the investment or ancillary service in the context of which the conflict of interest arises.

3. Training of Subject Persons

Subject Persons shall receive appropriate training on this Policy at the time of joining the Company.

Subject Persons and other employees shall be immediately informed of changes to this Policy, and regular updating sessions shall be held on a regular basis.

4. Policy Availability

Customers will receive summary information on the Policy. In this regard, the Company will inform new customers in writing of the content of this Policy in summary form prior to their registration as a customer, by sending them the Pre-

contractual Information Document, which will also be available on the website (www.jbcm.com/legalnotice/).

Upon request, the Company will provide more detailed information on the content of this Policy.

5. Register of conflicts of interest

The Company shall maintain an up-to-date register (hereinafter the "**Unified Conflict of Interest Register**"), containing the following documentation:

- The information necessary to identify potential conflicts of interest or conflicts of interest that have actually occurred.
- Information on measures taken to mitigate potential or actual conflicts.

It shall be generated at the time the conflict of interest or potential conflict of interest is identified, and shall include the following information:

- The identity of the Subject Persons who have been exposed to the conflicts of interest.
- The date on which the conflict of interest arose.
- The reason for the conflict and a detailed description of the situation.
- The description of the management and minimisation process or, where appropriate, the rectification of the situation.

In any case, all underwriting and placement operations carried out by JB Capital will be recorded.

This Policy and the Register shall be maintained for a minimum period of five (5) years and any changes made to it shall be kept for the same period of time.

On an **annual basis**, a **report** shall be submitted to the Board of Directors **on the situations identified** in which a conflict of interest has arisen and on the measures implemented to manage it.

6. Approval and review of the Policy

The Policy has been approved by the Board of Directors of the Company. Any amendments to this Policy will require the approval of the Board of Directors of the Company.

The Policy will be updated and/or amended at least in the following cases:

- When legal or regulatory changes occur that affect established policy.
- At the proposal of the Compliance Director when she considers that there are aspects that could be improved in order to achieve the proposed objectives or to suitably adapt to the characteristics of the services offered by the Company at any given time.
- On a proposal from the supervisory bodies.

In any event, on an annual basis, or less frequently if deemed appropriate in view of the circumstances prevailing at any given time, the Compliance Director shall review the content of the Policy, the effectiveness of the preventive measures and the effective practical compliance with the provisions on the identification of conflicts and communication of situations that could not be prevented.