



CGPH GROUP CONFLICTS OF INTEREST POLICY

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Policy Owner	Group Legal & Compliance
Approved by	Director of CGPH Group Ltd.
Applies to	All CGPH Group Companies
Classification	Internal Group Policy
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Review Cycle	Annual

1. Introduction

CGPH Group Ltd. is committed to conducting its business with integrity, independence, transparency and professionalism. The confidence of clients, investors, counterparties, regulators and business partners depends upon the Group's ability to act objectively and in their legitimate interests while maintaining the highest ethical standards.

Conflicts of interest may arise naturally in the course of business, particularly within an international group providing investment banking, corporate finance, financial advisory, private debt, structured finance, mergers and acquisitions, tokenization and related services.

The existence of a conflict of interest does not necessarily imply improper conduct. However, where conflicts are not appropriately identified and managed, they may compromise professional judgement, expose the Group to legal or regulatory risks and damage its reputation.

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This Policy establishes the principles for identifying, assessing, disclosing, managing and monitoring actual, potential and perceived conflicts of interest throughout the Group.

This Policy shall be read together with the Group Code of Ethics, Code of Conduct, AML, CTF & Financial Crime Prevention Policy and all other relevant governance documents.

2. Purpose

The purpose of this Policy is to ensure that conflicts of interest are identified and managed consistently across the Group.

- a) The Policy seeks to:
 - Preserve the independence of professional judgement.
- b) Protect the interests of clients and stakeholders.
- c) Promote transparency in business relationships.
- d) Reduce legal, regulatory and reputational risks.
- e) Support compliance with applicable laws and recognised governance standards.
- f) Maintain confidence in the integrity of the Group's activities.

3. Scope

This Policy applies to every company belonging to the CGPH Group and to every director, officer, employee, consultant, contractor, advisor, intermediary and representative acting on behalf of a Group Company.

The Policy applies to every stage of a business relationship, including client onboarding, transaction structuring, advisory services, fundraising, negotiations, investment opportunities, procurement activities, employment relationships and all other professional activities carried out by the Group.

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4. Definition of a Conflict of Interest

A conflict of interest exists where personal, financial, professional or other interests may influence, or appear to influence, an individual's ability to perform their duties objectively and in the best interests of the Group or its clients.

Conflicts may be actual, potential or perceived.

A perceived conflict may exist even where no improper conduct has occurred if an independent observer could reasonably question the individual's objectivity.

Personnel are expected to exercise sound judgement in identifying situations that may create or appear to create conflicts of interest.

5. Guiding Principles

The Group is committed to conducting its business with fairness, independence and impartiality.

Professional judgement shall always prevail over personal interests.

Personnel shall avoid situations that compromise, or appear to compromise, their independence.

Conflicts shall be managed transparently and without undue delay.

Where a conflict cannot be appropriately managed, the relevant activity shall not proceed.

6. Types of Conflicts of Interest

Conflicts of interest may arise in a variety of circumstances.

- a) Examples include:
 - Personal financial interests.
- b) Family or personal relationships.
- c) Outside employment or consultancy activities.
- d) Directorships or ownership interests in external organisations.
- e) Relationships with clients, counterparties or suppliers.
- f) Competing duties owed to different clients.
- g) Participation in transactions involving connected persons.

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- h) Acceptance of gifts or benefits.
- i) Investment opportunities personally connected to personnel.
- j) Simultaneous representation of parties with competing interests.

The above examples are not exhaustive.

7. Client Conflicts

The Group recognises that conflicts may arise where the interests of one client differ from those of another client or from the interests of the Group.

Personnel shall seek to identify such situations before accepting or continuing an engagement.

Where appropriate, conflicts shall be disclosed to affected parties to the extent permitted by applicable law and professional obligations.

The Group shall not act where conflicts cannot be managed fairly and independently.

8. Personal Interests

Personnel shall not allow personal interests to influence professional decisions.

Financial investments, business relationships or personal activities that may impair independent judgement shall be disclosed to Group Legal & Compliance.

Personnel shall avoid participating in decisions from which they or closely connected persons may derive an improper benefit.

9. Outside Business Activities

Outside employment, consultancy work, directorships or other commercial activities may create conflicts with the interests of the Group.

Personnel shall ensure that external activities do not interfere with their responsibilities or create competing obligations.

Where appropriate, prior disclosure or approval may be required before accepting significant external appointments.

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10. Gifts, Hospitality and Benefits

The acceptance or offering of gifts, hospitality or other benefits shall never compromise professional independence.

Personnel shall not request, offer or accept any benefit capable of influencing business decisions or creating the appearance of improper influence.

Reasonable business hospitality may be acceptable where it is proportionate, transparent and consistent with applicable laws and Group policies.

Any uncertainty regarding gifts or hospitality shall be referred to Group Legal & Compliance.

11. Confidential Information

Confidential information obtained through professional activities shall never be used for personal benefit or for the benefit of third parties.

Personnel shall not exploit confidential information to obtain financial, commercial or competitive advantages.

Appropriate information barriers shall be maintained where necessary to protect confidential information and preserve the independence of different business activities.

12. Procurement and Supplier Relationships

Business decisions relating to suppliers, consultants, contractors and service providers shall be based on objective commercial considerations.

Personnel involved in procurement decisions shall disclose any personal relationship or financial interest capable of affecting their impartiality.

Supplier selection shall be conducted fairly, transparently and in accordance with the Group's governance framework.

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13. Investments and Financial Interests

Personnel shall exercise caution when making personal investments that may create conflicts with the interests of the Group or its clients.

Personal investments shall not influence professional advice, transaction recommendations or commercial decisions.

Where required by applicable law or internal procedures, relevant investments shall be disclosed to Group Legal & Compliance.

14. Identification and Disclosure

Personnel are expected to identify potential conflicts at the earliest possible stage.

Actual, potential or perceived conflicts shall be disclosed promptly through the Group's internal procedures.

Early disclosure enables the Group to assess risks and implement appropriate management measures before conflicts adversely affect business activities.

Failure to disclose conflicts may itself constitute a breach of this Policy.

15. Management of Conflicts

Once identified, conflicts shall be assessed objectively.

Management measures may include enhanced supervision, information barriers, independent review, reassignment of responsibilities, additional approvals, client disclosure or withdrawal from the relevant engagement.

The measures adopted shall be proportionate to the nature and significance of the conflict.

Where no appropriate mitigation is available, the Group shall decline or discontinue the relevant activity.

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16. Record Keeping

The Group shall maintain appropriate records of disclosed conflicts, assessments performed, management decisions and mitigation measures implemented.

Records shall be maintained securely and in accordance with the Group Record Keeping Policy.

Appropriate documentation supports transparency, accountability and regulatory compliance.

17. Training and Awareness

The Group shall promote awareness of conflicts of interest through appropriate guidance and training.

Personnel shall understand how conflicts may arise within their professional responsibilities and the importance of early identification and disclosure.

Managers shall encourage an organisational culture based upon transparency and professional independence.

18. Responsibilities

Every individual acting on behalf of the Group is responsible for identifying and disclosing conflicts of interest.

Managers shall promote compliance with this Policy and ensure that conflicts within their areas of responsibility are appropriately managed.

Group Legal & Compliance shall provide guidance regarding the interpretation of this Policy, assess disclosed conflicts and monitor the effectiveness of the Group's conflict management framework.

The Board of Directors shall oversee the effectiveness of the Group's governance arrangements relating to conflicts of interest.

19. Breaches of this Policy

Failure to comply with this Policy may expose the Group to significant legal, regulatory, financial and reputational risks.

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Failure to disclose a material conflict of interest, misuse confidential information, improperly influence business decisions or otherwise compromise professional independence may result in disciplinary action, contractual consequences or other measures considered appropriate by the Group.

Serious breaches may also result in reporting to competent authorities where required by applicable law.

20. Review

This Policy shall be reviewed periodically to ensure that it remains consistent with the Group's activities, governance framework and applicable legal and regulatory requirements.

Material amendments shall be approved by the Board of Directors of CGPH Group Ltd.

21. Final Provisions

Maintaining independence, objectivity and professional integrity is fundamental to the reputation and long-term success of CGPH Group.

Every individual acting on behalf of the Group shares responsibility for identifying, disclosing and appropriately managing conflicts of interest.

Through transparent governance, responsible decision-making and adherence to the principles contained in this Policy, the Group seeks to preserve the confidence of its clients, counterparties, investors, regulators and all other stakeholders while maintaining the highest standards of ethical and professional conduct.

Approved by:

Director of CGPH Group Ltd.

Date: July 1, 2026

Signature: _____

Name: Kolyo Boichev

Title: Director

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