

PERSONAL TRANSACTIONS RULES

with financial instruments of the members of the Board of Directors of Intercapital Markets AD, the employees of the Investment Broker and other persons working under contract with the Investment Broker

Section I

Requirements, restrictions and prohibitions

Art. 1. These rules regulate the internal rules and conditions for conducting personal transactions with financial instruments by the members of the Board of Directors of investment broker Intercapital Markets AD (hereinafter referred to as "investment broker"), the employees of the investment broker and other persons working on contract with the company, as well as restrictions on such transactions.

Art. 2 The purpose of these rules is to ensure transparency in the conclusion of personal transactions by the persons under Art. 1, ensuring compliance with all applicable requirements of the Markets in Financial Instruments Act (MIFIA), Public Offering of Securities Act, Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation or Regulation 596/2014) and repealing Directive 2003/6/EU of the European Parliament and of the Council and Directives 2003/124 / EU, 2003/125 /EU and 2004/72/ EU of the Commission, Law on the Implementation of Measures against Market Abuse of Financial Instruments, the acts related to their implementation in regard to the conclusion of such transactions, as well as the guarantee of the interests of all clients of the investment broker.

Art. 3. (1) The persons who work under the contract for the investment broker conclude transactions with financial instruments (purchases, sales and exchanges) only as clients of the investment broker from the moment of execution of the contract, on the basis of which the respective person will work for the investment broker until the expiration of 3 months after its termination. (2) In the event that within the term of para. 1 referred to in the person will become a member of a management or supervisory board or start work for another investment broker in the country, in the internal acts of which it is established in analogy with the one specified in para. 1 limitation, the requirement of para. 1 shall cease to apply to that person

Art. 4. (1) The persons who work under the contract for the investment broker shall be equal to the other clients of the investment broker, both in the performance of personal transactions with securities and in using other services of the investment broker provided under his license.

(2)The conclusion of personal transactions in financial instruments by the persons working under the contract for the investment broker may not violate the principles of equal and fair treatment of clients.

(3) The investment broker shall conclude transactions with financial instruments for the account of persons working under a contract for it, under the same conditions under which it concludes transactions with financial instruments for the other clients of the investment broker. The obligation under the preceding sentence shall be considered fulfilled if the investment broker has concluded the transaction in accordance with the Policy for Execution of Orders of the Investment Broker.

Art. 5. (1) When concluding personal transactions under these rules, the investment broker and the persons working under a contract with it shall not prefer the interest of the person for whose account the personal transaction is concluded over the interest of another client.

(2) In the event of a conflict of interest between the interest of a person working under a contract for the investment broker and for whose account a personal transaction is concluded and the interest of another client, the conflict of interests shall be resolved according to the rules of the investment broker for the treatment of conflicts of interest.

Art. 6. (1) The persons who work under the contract for the investment broker shall not disclose, unless they are authorized for it, and use for their own benefit or the benefit of other persons, incl. related to them, facts and circumstances concerning the availability and operations of the accounts of financial instruments and clients' money of the investment broker, as well as any other facts and circumstances, which are considered a trade secret, which they have learned in the performance of their official and professional duties.

(2) The persons under para. 1 upon entering into office or starting activity for the investment broker, sign a declaration of compliance with the secrecy under para. 1.

(3) The provision of para. 1 shall also apply in cases where the persons indicated therein are not employed or their activity is terminated

Art. 7. (1) The persons who work under the contract for the investment broker shall, on the occurrence of the basis for occupying the respective working position, provide information on the financial instruments held by them to the head of the Internal Control Department.

(2) The persons working under the contract for the investment broker shall provide the information under para. 1 for any subsequent purchase or disposal of financial instruments, not performed on the basis of an order to the investment broker, until the end of the business day following the day of the purchase or disposal. Purchase and disposal pursuant to the preceding sentence may not be carried out in violation of Art. 3, para. 1 of these rules.

Art. 8. Persons working under a contract with the investment broker shall not have the right:

1. to buy, in the course of personal transactions, financial instruments for the purchase of which a client has submitted a purchase order and to sell them to the client at a price higher than the price at which they were bought;

2. conclude personal transactions or use with a view to concluding personal transactions the facts and circumstances under Art. 6 of these rules

3. to perform actions in connection with a client's order or in connection with the management of a client's portfolio, if as a result of this action a personal transaction would be concluded for which in other circumstances it would not be possible to conclude or to conclude a personal transaction under more favourable conditions for the person on whose behalf the personal transaction is concluded than if the action had not been performed;

4. make hidden purchases or sales of financial instruments

5. to conclude personal transactions which satisfy any of the following conditions: (a) its execution by that person is prohibited by Regulation (EU) No 596/2014; (b) involves the misuse or misappropriation of confidential information; (c) its implementation is in contradiction

or may lead to contradiction with the obligation of the investment broker according to the Markets in Financial Instruments Act or its implementing acts.

6. to provide advice or recommendations, or assist outside the usual activity for the investment broker under employment or service contract, to another person to conclude a transaction in financial instruments which, if it would be a personal transaction of the person working on contract for the investment broker would be prohibited pursuant to p. 5, p. 8 or art. 9.

7. disclose to the investment broker outside the ordinary course of business information or opinion of another person, provided that the person working under the contract for the investment broker knows or can reasonably be assumed to know that as a result of such disclosure the person shall perform or is likely to perform any of the following actions: a) to conclude a transaction in financial instruments which, if it would be a personal transaction of the person working under the contract for the investment broker, would be prohibited in accordance with item 5, item 8 or Art. 9; (b) to advise or assist another person to conclude transaction pursuant to (a) mentioned above.

8. to misuse information about not executed client orders;

9. to conduct personal transactions in financial instruments in a way that is insider trading or manipulation of the financial instruments market;

10. carry out other activity in a way that threatens the interests of the clients of the investment broker

Art. 9. In cases where the investment broker prepares or arranges for the preparation of investment research intended for distribution or is likely to subsequently be made public or among its clients, on the responsibility of the investment broker or the responsibility of a member of the group to which it belongs:

the financial analyst and other persons working under the contract for the investment broker shall not have the right to conclude personal transactions or transactions for the account of another person, including for the investment broker on financial instruments, to which the investment research relates or related financial instruments, with knowledge of the probable moment of disclosure or of the content of the investment research; the first sentence shall apply where investment research is not accessible to the public or to clients and cannot easily be made on the basis of information available to the public or clients, the prohibition under sentence one shall first apply until a reasonable opportunity is provided for the addressees of the investment research to act in accordance with it;

the prohibition under sentence one does not first apply to market makers who act in good faith and in the ordinary course of such activity, as well as in the execution of orders of clients given on their own initiative;

2. except for the cases under item 1, the financial analyst and other persons who work under the contract for the investment broker and participate in the preparation of the investment research, shall not have the right to carry out personal transactions with financial instruments to which the investment research relates, or related to them financial instruments, in contradiction to recommendations given during the period for which they are valid, except in exceptional circumstances and with the prior approval of a person from the internal control department or the legal department of the investment broker.

Art. 10. (1) A person who works under a contract with an investment broker and possesses inside information shall not have the right to use this information, such as: 1. acquire or transfer or attempt to acquire or transfer for its own or for another's account, directly or indirectly, financial instruments to which this information relates; 2. disclose inside information to another person, unless the disclosure is made in the ordinary course of his office, profession or duties; 3. recommends or persuades another person, on the basis of inside information, to acquire or transfer financial instruments to which that information relates. (2) The prohibition under item 1 of para. 1 shall not apply to transactions concluded in fulfillment of required obligations for acquisition or transfer of financial instruments, which occurred before the person under para. 1 to obtain inside information.

Art. 11. (1) It is prohibited to conclude personal transactions that create or may create a false or misleading idea about the demand, supply or price of financial instruments, or which determine through the actions of one person or through joint actions of two or more persons the price of one or more financial instruments at an unusual or artificial level.

(2) It is prohibited to conclude personal transactions or to submit orders for the conclusion of such transactions, using bogus methods or other forms of fraudulent activities.

(3) It is prohibited to disseminate through the mass media, including through the Internet, or in any other way information that creates or may create a false or misleading idea about financial instruments, including the spreading of rumours and false or misleading news when the person working under the investment broker contract who disseminates the information knows or is required to know that the information is false or misleading.

Art. 12. In carrying out personal transactions, persons working under an investment broker contract shall also be obliged to comply with all requirements, restrictions and prohibitions set out in the current legislation regarding the conclusion of transactions in financial instruments, incl. the conclusion of personal transactions by the designated persons.

Art. 13. Claims arising from the impossibility of the investment broker to repay the client's assets to the members of the Board of Directors and the procurators of the investment broker, as well as to their spouses, relatives in a straight line without restriction, on a collateral line up to the second degree, including by marriage to the second degree, including as clients of the investment firm, are not subject to compensation by the Investor Compensation Fund.

Section III

Execution of personal securities transactions by persons working under contract with the investment broker.

Art. 14. (1) For providing by the investment broker services included in its license, incl. for the performance of personal transactions by persons working under contract with the investment broker, the investment broker shall conclude a written contract with the specified persons for the performance of the respective service, under the conditions and in accordance with the effective legislation, including after the person has provided to the investment broker all required under law information.

(2) Upon conclusion of the contract under para. 1 the person, who concludes the contract on behalf of the investment broker, informs the client (a person working under contract with the investment broker) about the conditions and restrictions for concluding personal transactions,

incl. referred to in Chapter Two of these Rules, as well as the procedure for concluding personal transactions.

(3) The investment broker shall provide to the persons, who work under a contract for it and for which it performs services, information, accept orders, send confirmations and reports on concluded personal transactions in financial instruments, as well as provide the services according to the concluded contract under para. 1, the applicable legislation and acts of the investment broker.

Art. 14. (1) For providing by the investment broker services included in its license, incl. for the performance of personal transactions by persons working under contract with the investment broker, the investment broker shall conclude a written contract with the specified persons for the performance of the respective service, under the conditions and in accordance with the effective legislation, including after the person has provided to the investment broker all required under law information.

(2) Upon conclusion of the contract under para. 1 the person, who concludes the contract on behalf of the investment broker, informs the client (a person working under contract with the investment broker) about the conditions and restrictions for concluding personal transactions, incl. referred to in Chapter Two of these Rules, as well as the procedure for concluding personal transactions. (3) The investment broker shall provide to the persons, who work under a contract with the broker and for which he performs services, information, accept orders, send confirmations and reports on concluded personal transactions in financial instruments, as well as provide the services according to the concluded contract under para. 1, the applicable legislation and acts of the investment broker.

Art. 15. (1) Immediately before submitting an order for concluding a personal transaction in financial instruments, the persons working under a contract for the investment broker shall notify the head of the internal control department. (2) Upon request, the head of the internal control department shall receive information from the respective employees of the investment broker about the actions taken in connection with the order under para. 1, as well as for the personal transaction concluded in its execution.

(3) The head of the internal control department or a person authorized by him immediately upon receipt of the notification under para. 1 shall evaluate whether the same is filed in accordance with the requirements and in compliance with the prohibitions laid down in these rules, other acts of the investment broker or in the law.

(4) In case, based on the notification under para. 1 it is established that the person submitting the order would conclude a personal transaction in its execution in violation of the provisions of Art. 8-11 of these rules or other requirements or prohibitions laid down in the law or in the acts of the investment broker, the person under para. 3 immediately informs the authorized person to impose a ban on the conclusion of a personal transaction by a person (executive director, procurator or a person authorized by them).

(5) In the event that the conclusion of a personal transaction would violate the prohibitions under Art. 8-11 of these rules or other requirements or prohibitions laid down in the law or in the acts of the investment broker or prohibit the authorized under para. 4 a person has the right to ban a specific personal transaction.

(6) The prohibition under para. 5 applies to the specific order in connection with which it was imposed, as well as to subsequent orders that would produce a similar result, until the circumstances of the order and the personal transaction that is the subject of it are clarified if, based on the information collected it is established that the personal transaction will not violate the prohibitions under para. 5

Art. 16. (1) When submitting an order for concluding a personal transaction, the person submitting the order shall provide information to the person accepting the order for the investment broker about the existence or lack of conflict of interest with another client.

(2) In case the information provided under para. 1 contains data on the presence of a conflict of interest, the person who accepted the order shall immediately notify the head of the internal control department of this circumstance.

Art. 17. (1) During performing any activity for a client - a person working under contract with the investment broker, incl. when concluding a contract, accepting an order, concluding a transaction in financial instruments in execution of an order or in managing a portfolio, preparing confirmations and reports, entering information in the registers kept by the investment broker, as well as in carrying out other actions in connection with the investment broker's relations with that client, the person performing the respective action for the investment broker may not be the same with the client.

(2) Exemption from the requirement under para. 1 shall be admissible only in case of objective impossibility to comply with that requirement (the client - a person working under contract with the investment broker is the only person in the investment broker who can perform the respective action on his behalf at the moment when such action follows to be done).

Section IV

Keeping Accountability and Keeping Information Art. 18. The investment broker shall enter the persons working under contract with the investment broker, when they are his clients in connection with the services provided by him in accordance with his license, in the client register kept by him (register under Art. 66 of Ordinance No. 38 for the requirements to the activity of investment intermediaries).

Art. 19. (1) The investment broker shall enter the information about the transactions, made by persons working under contract with the investment broker - its clients, in the registers kept by it, indicated in Annex I to Delegated Regulation 2017/565 on submitted orders, trading decisions and investment decisions in relation to portfolio management; executed client orders and orders submitted for execution to a third party; the subscribed financial instruments of new issues at the expense of clients upon their request; transactions performed in portfolio management; activity log as a registration agent; a log of financial instruments repurchase agreements (repo transactions) when the investment broker performs such.

(2) The investment broker shall also keep a separate diary for the performed personal transactions with financial instruments by the persons who work under the contract for the investment broker, regardless of the entries in the diaries under para. 1. The diary from the sentence above contains information in accordance with Regulation No 38 and complies with Regulation 1287/2006 / EC.

Art. 20. (1) The investment broker shall keep the accounts under this section in a way which doesn't allow deletion or replacement of data.

(2) The obligation to keep accountability under this section shall be fulfilled upon occurrence of a recordable circumstance.

(3) The accounts shall be kept in compliance with the regulatory requirements set out in the Markets in Financial Instruments Act (MIFIA) and Ordinance No. 38, as well as in accordance with the internal rules of the investment broker.

Art. 21. The investment broker shall keep all documentation concerning the concluded personal transactions, which have been notified or established by it, including the granted permits or prohibitions related to such transactions, as well as the accountability under this section, in compliance with the requirements of Ordinance No. 38. and the internal rules of the investment broker.

Art. 22. In the event that the investment broker prepares or arranges for the preparation of investment research which are intended or may subsequently be disseminated publicly or to clients of the investment broker, under the responsibility of the investment broker or a member of the group to which it belongs, rules to ensure that financial analysts and other relevant persons do not enter into personal transactions or trade in any capacity other than when executing a client's order on its own initiative, with financial instruments to which the investment research is related, or with related financial instruments based on information about the probable period or content of that investment study, which is not easily accessible to the public or clients and which cannot be easily deduced from the information available to the public or clients until the addressees of the investment survey have a reasonable opportunity to act thereon.

Additional Provisions

§ 1. Pursuant to these rules:

1. A "personal transaction" within the meaning of Article 28 of Regulation 2017/565 is a transaction in a financial instrument executed by or on behalf of a relevant person when at least one of the following criteria is met: a) the person concerned acts outside the scope of his / her professional activities; (b) the transaction is for the account of any of the following persons: (aa) the person concerned. (bb) any person with whom he is in a family relationship or with whom he is in a close relationship - Art. 2, para. 3a of Regulation 2017/565; (cc) a person whose relationship with the person concerned is such that the person concerned has a direct or indirect material interest in the outcome of the transaction other than the receipt of a fee or commission for the transaction.

2. "Responsible person" in connection with an investment broker - Art. 2, para. 1 of Regulation 2017/565: (a) a director, partner or equivalent, manager or tied agent of the broker; (b) a director, partner or equivalent, or manager of a tied agent of the broker; (c) an employee of the broker or tied agent of the broker, as well as any natural person whose services are made available and under the control of the broker or tied agent of the broker and who participates in the provision of investment services and activities by the broker;

d) a natural person directly involved in the provision of services to the investment broker or its affiliated agent by virtue of an outsourcing agreement for the purpose of providing investment services and activities by the investment broker.

3. "Persons working under an investment broker contract" are: (a) members of the management bodies of the broker

(b) employees of the broker and any person whose services are provided and controlled by the broker and who is involved in the provision of investment services and activities;

(c) a natural person directly engaged in the provision of services to the investment firm under an agreement to outsource the functions of a third party for the purposes of the investment services or activities provided by the investment broker

§ 4. "Person to whom a person working under an investment broker contract has a family relationship" means: (a) the spouse of a person referred to in § 3 or a partner of such person designated by the relevant national law as equivalent to a spouse; b) minor children; c) other relatives of a person under § 3 with whom he or she has been living in the same household for at least one year from the date of the personal transaction

§ 5. "Covert purchase or sale of financial instruments" is a series of transactions and actions related to financial instruments that result in the purchase and / or sale of such financial instruments, such as exchange of shares with government securities and subsequent the sale of government securities or the exchange of shares with debt financial instruments with a residual maturity of less than one month. The covert purchase or sale of financial instruments is assumed if the series of transactions and actions under the preceding paragraph Output effected within a period of one month.

§ 6. "Conflict of interest" is a situation that arises in connection with the provision of investment and /or additional services by the investment broker and may harm the interest of a client.

§ 7. The requirements to art. 7, par. 2, art. 8, points 5-7 and under art. 19, para. 2 shall not apply to personal transactions that meet any of the following conditions:

1. personal transactions concluded in the management of an individual portfolio, if there is no prior conclusion of the transaction the exchange of information relating to the transaction between the person conducting the management and the person working for the broker on employment contract or any other person for which account the transaction is concluded.

2. personal transactions involving units of collective investment undertakings or units of collective investment undertakings which are subject to supervision under the law of a Member State requiring a level of risk allocation in their assets equivalent to that of collective investment schemes if the entity , who works under a contract with an investment broker, or another person for whose account the transaction is concluded, does not participate in the management of that enterprise

IV. Final Provisions

§ 1. The control over the implementation of these rules shall be assigned to the investment broker's internal control department.

§ 2. These Rules shall be made available to the members of the Board of Directors, proxies, employees and other persons working under contract with the investment broker, when they obtain that position or when they start their activities for the investment broker. The persons under the preceding sentence declare this circumstance.

§ 3. When in practice problems are identified, the overcoming of which is to amend or supplement these rules, the Board of Directors of the investment firm may amend them in good time, subject to the applicable regulatory requirements.

§ 4. These Rules were adopted by the Board of Directors of Intercapital Markets AD on May 17, 2018 on the basis of the Markets in Financial Instruments Act and the by-laws for its implementation.