

PRODUCT DISTRIBUTION POLICY (“PDP”)

PDP connected to the distribution of products such as Transferrable Securities (defined in section C, Annex 1 of MiFID II)

This is not a marketing material, but an informative policy for retail clients and their rights in compliance with MiFID II Recitals (54; 71;78) and Article 16 (3)

Original Issue Date:	27/12/2017
Approved by:	Board of Directors
Last Revision Date:	16/12/24
Next Review Date:	15/12/25
Version:	V2

DETAILS OF THE DISTRIBUTOR

One Plus Capital Limited (“**OPC**”) is registered at 75 Prodromou Avenue, Nicosia 2063 and is authorised and regulated by the Cyprus Securities and Exchange Commission (“CySEC”) with licence no 111/10. The Company passports its services across the European Union subject to the provisions of the applicable European Union legislation and Third Countries where it is authorised to do so by the Cyprus Securities and Exchange Commission (“CYSEC”) and the respective competent authorities of those Third Countries.

TARGET MARKET FOR TRANSFERABLE SECURITIES

Transferable securities are appropriate for the Retail clients when the following criteria is satisfied:

- ❖ Individuals with large amounts of initial capital
- ❖ A basic degree of knowledge and Experience is necessary
- ❖ Ability and willingness to bear a loss
- ❖ Suitable for Conservative clients and Balanced traders with some investment experience.
- ❖ Retail clients who:
 - are looking for capital protection or small repayment of the amount invested
 - are fully risk averse/have no risk tolerance
 - need a guaranteed income or fully predictable return profile.

As a product distributor we will distribute our products in accordance with the communicated target market and distribution strategy.

Client profiles that will not be accepted:

- Applicant is under 18 years of age
- Applicant resides in an OFAC (Office of Foreign Assets Control) country or country from which our company does not accept clients
- Applicant is flagged by internal checks (example: AML concerns)
- Applicant is currently going through bankruptcy
- Applicant applies for an account in the name of a faith-based or educational organization
- Applicant applies for an account in the name of a non-profit organization
- Applicant who indicated that they are unemployed/student and receiving government support

IMPORTANT INFORMATION

Based on the changes introduced by the Markets in Financial Instruments Directive 2014/65/EU (MiFID II) and the European Regulation (EU) No 1286/2014 on PRIIPs each Investment Firm acting as a manufacturer or distributor is obliged to offer a Key Information Document (“KID”) to retail clients in order to allow them to take an informed decision regarding the financial product offered to them. Those selling or advising on these investment products have to provide the KID to a retail client before any agreement is made. KIDs should be a maximum of three A4 pages in length.

- ❖ **At first instance, it is responsibility of the manufacturer** of the financial product to establish and deliver the KID to the Distributor having the following minimum requirements:
 - ✓ the name of the product and the identity of the producer;
 - ✓ the types of investors to whom it is intended to market the financial product;
 - ✓ the risk and reward profile of the financial product, which includes a summary risk indicator, the possible maximum loss of invested capital and appropriate performance scenarios of the product;
 - ✓ the costs associated with the investment in the financial product to be borne by the investor;
 - ✓ information about how and to whom an investor can make a complaint in case there is a problem with the product or the person producing, advising on or selling the product.
- ❖ If for any reason, the manufacturer of the financial product fails to deliver the necessary information and Key Information Document “KID”, **the distributor bears the responsibility**, to the best of their ability, to inform any retail clients of the above described characteristics relating to each investment product.

PRODUCT DESCRIPTION OF “TRANSFERABLE SECURITIES”

This Product Distribution Policy is applicable to the following transferable securities:

- shares in companies (whether listed or unlisted, admitted to trading or otherwise), comparable interests in partnerships and other entities and equivalent securities;
- bonds or other forms of securitized debt, including depositary receipts in respect of such securities;
- ❖ Money Market Security is short-term debt security with maturity of one year or less and often 30 days or less. Money market securities include certificates of deposit, bankers’ acceptances, commercial paper, repurchase agreements and treasury bills. Bid and ask spreads are relatively small due to the large size and high liquidity of the market.
- ❖ Bonds are debt instruments issued for a period of more than one year with the purpose of raising capital by borrowing. The central government, states and provinces, cities, corporations, and many other types of institutions sell bonds. Generally, a bond is a promise to repay the principal along with interest on a specified date (maturity). All bonds require a repayment of principal, but some bonds do not pay interest.
- ❖ Equity Share is a unit of ownership interest in a corporation or financial asset. The two main types of shares are common shares and preferred shares. Common shares represent equity ownership in a corporation providing voting rights, and entitling the holder to a share of the company’s success through dividends and/or capital appreciation.

Negative Balance Protection (‘NBP’)

The Company offers NBP, which is a CySEC regulatory requirement. This means an investor will not be liable to the Company for losses beyond the available amount in the investors account (for all account types) as these losses will be written off by the Company. The Company does not offer guaranteed stop loss. NBP is offered subject to non-abusive behaviour conditions. More information on the NBP please consult the Internal Operations Manual.

EXECUTION VENUE / UPPER BROKER SELECTION

Subject to any instructions that may be given by the Client, one or more execution venues may be used to enable the Company to take all sufficient steps to obtain the best possible result on a consistent basis when executing the Order. These venues include Regulated Markets and Multi-Lateral Trading Facilities (or non-EU entities performing similar functions, specifically Securities and Currency Exchanges), third party investment firms and brokers (or non-EU entities performing similar functions).

Client orders may also be executed over-the counter provided the client gave its express prior consent to that. The company selects execution venues which enable to obtain on consistent basis to take all sufficient steps to obtain the possible result for execution of client orders.

For each product in which we execute orders, we have included in our policy those venues or sources of liquidity that enable us to obtain on a consistent basis the best possible result on behalf of clients. In meeting our obligation to take all sufficient steps to obtain on a consistent basis the best possible result, we may use one or more of the following venue types:

- Regulated Markets;
- Multilateral Trading Facilities;
- Systematic Internalisers;
- Third party investment firms and/or affiliates acting as a Market Maker or other liquidity providers
- Non-EU entities performing similar functions.

We will assess which venues within this list are likely to provide the best possible result for our clients on a product-by-product basis. For certain financial instruments there may be only one execution venue. In such cases, we will presume that we have provided the best possible result in respect of these financial instruments.

Specifically, One Plus Capital Ltd can execute its Clients' orders directly in the following venues:

- Cyprus Stock Exchange,
- Athens Stock Exchange

Where One Plus Capital Ltd uses third party Executing Firms who execute clients' orders in execution venues, One Plus Capital Ltd cooperates and maintains agreements with and has access, without limitation, to the following execution venues through the following third party Executing Firms: ADM Investor Services International Ltd - ADMISI (London, United Kingdom), Eurobank Cyprus Limited (Cyprus), Eurobank Equities (Greece), Eurobank Ergasias SA (Greece), Bank of Cyprus Holdings Plc (Cyprus), Shore Capital Stockbrokers Limited (London, United Kingdom), MeritKapital (Limassol, Cyprus), Athlos Capital (Nicosia, Cyprus), Investment Bank of Greece (Greece):

	Execution Venue
1.	Cyprus Stock Exchange
2.	Athens Stock Exchange
3.	Italy (Borsa Italiana)
4.	Germany (XETRA)
5.	France (Euronext)
6.	Netherlands (Euronext)

7.	Belgium (Euronext)
8.	Portugal (Euronext)
9.	Finland (OMX Helsinki)
10.	Spain (Bolsa de Madrid)
11.	Austria (Wiener Borse)
12.	United States (NYSE)
13.	United States (NASDAQ)
14.	United Kingdom (LSE)
15.	Switzerland (SIX Swiss Exchange)
16.	Sweden (OMX Nordic Exchange)
17.	Norway (Oslo Stock Exchange)
18.	Canada (TMX Group)
19.	Australia (Australian Securities Exchange)

One Plus Capital Ltd access in different execution venues is not limited to the above table and additional execution venues maybe added depending on clients' needs and the Executing Firm's ability to facilitate, always aiming at the best execution of orders. In case of any changes in the execution venues, the above table shall be amended and Clients will be communicated of all relevant changes.

One Plus Capital may execute transactions on bonds outside regulated markets or MTFs, within the framework of Over the Counter ("OTC") negotiations with banks or other financial institutions that have the right to enter into such transactions and for which the Company has cooperation agreements in place. In such occasions, no specific execution venue exists other than the banks and financial institutions with which the Company shall negotiate the transactions. One Plus Capital Ltd undertakes all necessary steps to ensure that the Executing Firm fulfills the Company's best execution requirements for each distinct transaction. Nevertheless, the selection of the best Executing Firm is limited on the number of such Firms that are accessible and already have cooperation agreements with the Company. Therefore, it can be assumed that Clients' transactions may not be performed in the best conditions (e.g. price or other) available in the entire OTC market but in the best conditions (e.g. price or other) available at the moment of negotiation amongst the Executing Firms negotiating with One Plus Capital Ltd.

CRITERIA FOR ASSESSMENT OF THE TARGET MARKET

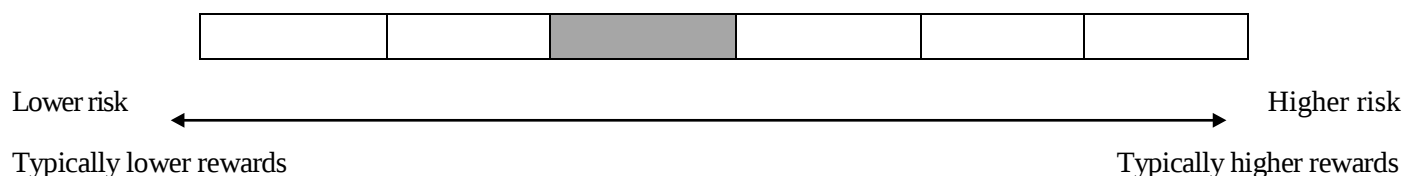
Prepared in line with the characteristics described in ESMA's report on guidelines on product governance from the 2nd of June 2017/ESMA35-43-620.

N:	CRITERIA	DETAILS
1	Client Type (per MiFID II)	Retail, Professional & Eligible Counterparties
2	Knowledge and experience	A basic degree of knowledge and Experience is necessary – Use Appropriateness test (Check results, see weight placed on self – assessment-scoring). Traders with little experience may invest in such products.
3	Financial situation with a focus on their ability to bear losses	Ability and willingness to bear losses
4	Risk tolerance and compatibility of the risk/reward profile of the product with the target market Types: aggressive (risk orientated) / balanced / conservative.	Transferable Securities such as Shares and Eurobonds are suitable for Conservative clients and Balanced traders with some investment experience.
5	Clients' objectives	Check initial questionnaire. Emphasis on liquidity supply, retirement provision or the number of years the investment is to be held.
6	Clients' needs	Transferable Securities such as Shares and Eurobonds are compatible with the needs of clients who seek: - Steady and slow paced capital growth/Low or Average Risk takers/Adequate ability to bear losses. Transferable Securities such as Shares and Eurobonds might not fit the general predefined characteristics of volatile and risky traders, however they are still compatible with the needs of clients who are looking to diversify their investment portfolio and who: - are looking for capital protection or repayment of the amount invested - are fully risk averse/have no risk tolerance - need a guaranteed income or predictable return profile

Distribution channel: The product is eligible for the following distribution channels: investment advice, portfolio management, reception and transmission and execution services

The distribution strategy includes online digital advertising through search engine marketing, display advertising, print advertising and networking.

RISK AND REWARD PROFILE



- **Market Risk:** Investing in transferable securities carries the risk resulting from fluctuations (appreciation/ depreciation) of the value of an asset or a group of assets (such as fluctuating exchange rates, interest rates, prices or commodity prices) affecting the value offered by the Company.
- **Capital Risk:** Investing in transferable securities such as shares and Eurobonds incurs the risk of the amount that the investor is to receive proves to be lower than the invested capital. The Company offers Negative Balance Protection; therefore, an investor will not lose more than the initial amount invested.
- **Credit Risk:** Investing in transferable securities such as shares and Eurobonds bears the risk that the Company may be unable to meet its obligations in full and/or in a timely manner in the event of bankruptcy or insolvency.
- **Company Risk:** Investing in transferable securities such as shares and Eurobond carries the risk that the company may be unable to fulfil its commitments resulting in the loss of the value of the said securities. When investing in a stock an investor may be exposed to company specific risk.
- **Interest Rate Risk:** Investing in transferable securities such as shares and Eurobonds carries the risk that an investment's value will change as a result of a change in interest rates. This risk affects the value of bonds more directly than stocks., as these movements affect the investor when considering the long term positions of their investments.
- **Foreign Exchange Risk:** Investing in transferable securities such as shares and Eurobonds, as with any financial instrument, involves exposure to currency risk because it is denominated in a particular currency other than that of the base currency of the company.
- **Liquidity Risk:** Investing in transferable securities may result in a lack of available liquidity in the market to execute an order resulting in an investor being delayed or unable to close a position at a desired price and/ or time and potentially leading to a loss of the capital invested.
- **Risk of Conflicts of Interest:** Investing in transferable securities may result in the risk of conflicts of interest, particularly because the Company and the execution venue might be the same in all or some transactions and also the party responsible for providing investors with the end-pricing on securities.
- **Legal and Compliance Risk:** Investing in transferable securities may be subject to legal, regulatory and taxation rules consequently impacting the profitability of the security and/or position(s) of an investor in instances, for example, where there is an amendment to the law, including taxation and other applicable rules with implications for the return of the shares or bonds.
- **Technical Risk:** Investing in transferable securities carries the risk arising from the possible inability to access the platform and/or access information relating to the price of a financial instrument or any other information. In addition, these operations involve operational risks arising from transactions being automatically processed.

There may be other risk factors with significant direct impact on the capital and return of investing in transferable securities such as shares, eurobonds and others.

ASSESSING YOUR SUITABILITY AND APPROPRIATENESS

We may make an initial assessment of your appropriateness or suitability to invest in such financial products based on the information you give us and based on the result of your tests. You should always make your own assessment of your appropriateness/suitability to trade with our financial products and services. You should carefully consider the features of our products and services and their significant risks before investing in them.

Some key considerations for you are:

- whether you have experience in trading with transferable securities;
- whether you understand the terms of each financial product and how they work;
- whether you accept the degree of risk in trading in these products;
- whether you can monitor your investments and manage them in the said market;
- whether you can bear losses that might arise from trading in such financial products.

Our assessment of your appropriateness/suitability is based on your information and any other information we ask and you give us. To the extent permitted by law we do not accept liability for your choice to invest in any products or services so you should read the KID and PDP carefully, consider your own needs and objectives for investing and take independent advice as you see fit.

COSTS & CHARGES**Equities and Bonds**

IMPACT ON RETURN PER YEAR			
Entry Costs	Not Applicable		
Ongoing / Service Costs	Transaction Fee	0.5%	The Fee is a Transaction Commission and the impact of the costs of buying and selling underlying investments.
	Custody Fee	0.1% EU and EU Cash Equities or 3 cents per share on US and CAD Cash Equities	This relates to the provision of services of Safekeeping of Clients Assets by the Custodian
	Advisory Fee (if applicable)	0.6%	The Fee is made up of the Transaction Commission, the impact of the costs of buying and selling underlying investments for the product and the advisory provided.
	Management fee (if applicable)	1%	The impact of the costs that we take each year for managing your investments.
	Exchange Fees, Stamp duty, Interest, Financial Transaction Tax, Stamp Tax/Fee, Securities Transfer Tax and any other third party fee	These Fees are charged by those Financial Institutions where Funds/Assets are held and executed and are passed directly to the client.	These Fees may apply on by and/or sell orders
Incidental Costs	Performance Fees	20%	We take these fees from your investment if the product outperforms its benchmark
Exit Costs	Not applicable.		

Investment ScenarioCONTRACT DETAILS

Product Class: Equities

Name: XYZ Co Limited

ISIN: XY ZCO xxxxxxxxxx

Stock Exchange: Cyprus Stock Exchange

Quantity: 1,000

Price: 5

Gross Investment Amount: 5,000

Currency: Euro

Action Buy

ITEMISATION

Product Costs: 0

Service Costs:

- Transaction Commission: €25
- Exchange Fees (Example): N/A
- Foreign Exchange Fees (Example): N/A

Ongoing Costs:

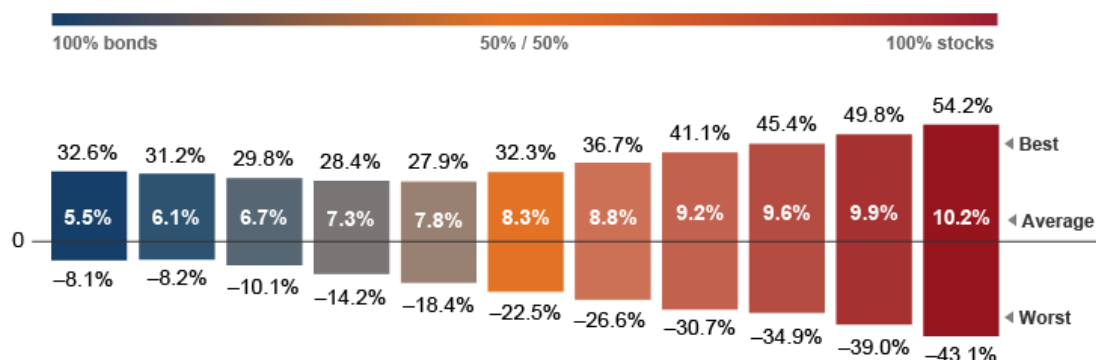
- Custody Fees: €5
- Corporate Action Fee (Example): N/A

Total Costs: €30

SCENARIOS AND PROBABILITIES

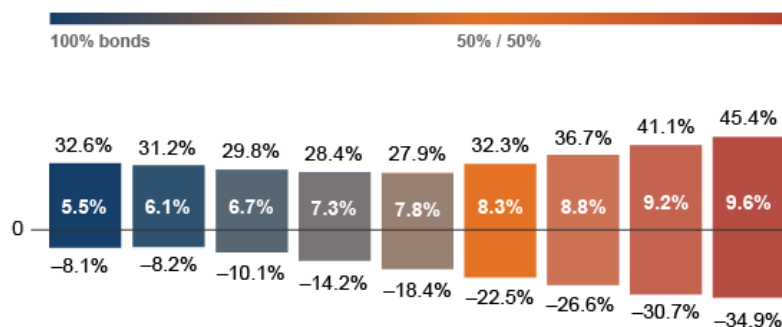
The mixture of assets defines the spectrum of returns:

Best, worst, and average returns for various stock/bond allocations, 1926–2013



The mixture of assets defines the spectrum of returns:

Best, worst, and average returns for various stock/bond allocations, 1926–2013



Example of Agreement for the purchase of bonds:

No	Issuer	Number	Nominal value, €	Issuance date	Interest rate % p.a.	Expiration date
1	Name	001	100.000,00	22-12-2017	6%	21-12-2022
2	Name	002	100.000,00	22-12-2017	6%	21-12-2022
3	Name	003	100.000,00	22-12-2017	6%	21-12-2022

Total numbers of Bonds- 3 (three) pieces.

Total nominal value of Bonds- 300.000,00 (three hundred thousand) €

Interest rate: 6 % per year

Maturity Date: 21 December 2022

COMPLAINTS

Our Company would like to know about any problems you may have with the products or investment services provided to you so we can take steps to resolve any issue which might occur. If you have a complaint about the financial product or service provided to you contact one of our customer representative by email or phone number at the contacts available on our website or by sending an email directly to complaints@onepluscapital.net. Furthermore, please see the “the complaints handling procedure” available at <https://www.onepluscapital.net/en-gb/documents/policies-and-procedures/>

If you still do not get a satisfactory outcome, you have the right to complain to the **Financial Ombudsman of the Republic of Cyprus**, if your complaint is within its rules.”. The “Financial Ombudsman of the Republic of Cyprus” can be contacted in one of the following three (3) ways:

- a. By hand or by post to the address 13 Lordou Vironos Avenue, 1096, Nicosia or P.O. Box 25735, 1311, Nicosia, Cyprus; or
 - b. By facsimile (fax) to: (+357) 22 66 05 84 or to (+357) 22 66 01 18; or
 - c. By electronic mail (e-mail) to the address: complaints@financialombudsman.gov.cy
- or the Cyprus Securities and Exchange Commission via the following link:
<http://www.cysec.gov.cy/en-GB/complaints/how-to-complain/>