DISCLOSURE AND MARKET DISCIPLINE REPORT FOR 2022

May 2023

M4Markets is a trade name of Harindale Ltd (formerly known as ICC Intercertus Capital Ltd and operating as Axiance). Harindale Ltd is licensed by the Cyprus Securities and Exchange Commission (CySEC) under license number 301/16 in accordance with the Markets in Financial Instruments Directive II (MiFID II).

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DISCLOSURE AND MARKET DISCIPLINE REPORT FOR 2022

Name of Investment Firm	**Harindale Ltd** (previously known as ICC Intercertus Capital Ltd)
CySEC Licence Number	**CIF 301/16**
CIF Address	**78 Spyrou Kyprianou Avenue, MAGNUM BUSINESS CENTER, 3076, Limassol, Cyprus**
CIF Contact E-mail and Website	**https://www.m4markets.eu/**
CIF Contact Details	**Phone No.: +357 25 885 000, Fax No.: +357 25 885 001**

May 2023

The Disclosure and Market Discipline Report for the year 2022 has been prepared as per the requirements of Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014.

Any information that was not included in this report was either not applicable on the Company's business and activities -OR- such information is considered as proprietary to the Company and sharing this information with the public and/or competitors would undermine our competitive position.

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Introduction

Scope

The scope of this report is to promote market discipline and to improve the transparency of market participants. The present report is prepared by **Harindale Ltd** (previously known as ICC Intercertus Capital Ltd and operating as Axiance) (the "Company"), a Cyprus Investment Firm ("CIF") authorized and regulated by the Cyprus Securities and Exchange Commission (the "CySEC", the "Commission") which operates in harmonisation with the Markets in Financial Instruments Regulation and Directive ("MiFIR" & "MiFID II" respectively).

Company name	Harindale Ltd (previously ICC Intercertus Capital Ltd)
CIF Authorization date	27/04/2016
CIF License number	301/16
Company Registration Date	01/09/2015
Company Registration Number	HE 346662

Investment Services
Reception and transmission of orders in relation to one or more financial instruments
Execution of Orders on Behalf of Clients
Dealing on Own account
Portfolio Management *(terminated 07.02.2023)*
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

In accordance with Regulation (EU) 2019/2033 (the Investment Firm Regulation, "IFR"), the Company is required to disclose information relating to its risk management, capital structure and capital adequacy as well as the most important characteristics of the Company's corporate governance.

The information contained in this report is audited by the Firm's external auditors and published on the Company's website on annual basis. The Company is making the disclosures on a solo basis.

The Company

Harindale Ltd (previously ICC Intercertus Capital Ltd) operates in Europe offering MiFID II regulated financial instruments with a particular focus on Contracts for Difference ("CFDs").

As a Company, we had 5 employees located in offices in Cyprus (as of 31.12.2022).

We pursue a dynamic business model, trying to maintain a well-balanced capital allocation in our operations, a geographically diversified strategy and always ensure that compliance rules are strictly respected, especially in the area of anti-money laundering and counterterrorism financing.

We consider our reputation to be an asset of great value that must be protected in order to ensure our business development. The prevention and detection of reputation risks is integrated within all the Company's operating practices and further protected by making our employees aware of the values of responsibility, ethical behaviour and commitment.

The Company's business effectiveness is based on the guidelines of the risk management policies and procedures put in place. The Board of Directors ("BoD"), Internal Audit, Risk Manager, Compliance and Anti-Money Laundering Compliance Officer control and supervise the overall risk system so that all units charged with risk management perform their roles effectively on a continuous basis.

Furthermore, the Board of Directors and the Senior Management have the overall responsibility for the internal control systems of capital adequacy assessment, and they have established effective processes to ensure that the full spectrum of risks faced by the Company is properly identified, measured, monitored and controlled to minimise adverse outcomes.

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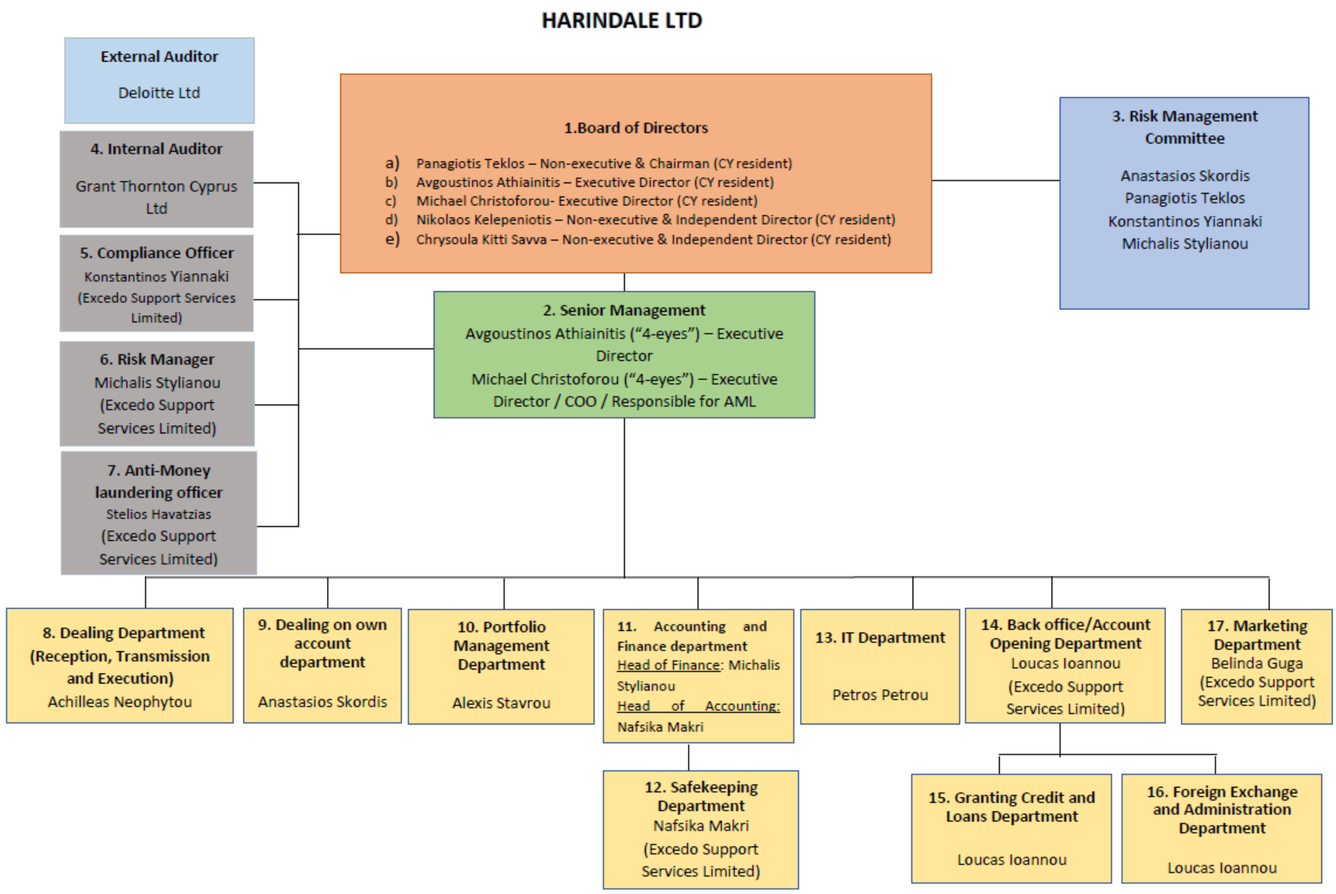
As with all Investment Firms, the Company is exposed to a variety of risks and with main categories being credit, market and operational risk. More information can be found in the sections below.

Organisational structure as of 31.12.2022



Risk Governance

Implementing an efficient risk management structure is a critical undertaking for the Company, in all businesses, markets and regions in which it operates. The Company's risk management is supervised at the highest level to be compliant with the regulations enforced by CySEC and the European regulatory framework.

The Company operates in the financial services industry and considers the below risks as the most important, hence are continuously monitored in order to be mitigated the soonest possible:

Enterprise Risks

- Credit risk
- Market risk
- Operational risk
- Strategic Risk
- Compliance risk
- Reputational risk
- Strategic risk

IFR-related Risks

- Risk-to-Client (RtC)
- Risk-to-Market (RtM)
- Risk-to-Firm (RtF)
- Concentration Risk

Although the risks mentioned in the lists above are interconnected, for the purposes of these disclosures we will separate them in order to be able to capture all the different components both from a regulatory as well as a general risk perspective.

Enterprise Risks

Credit Risk

Credit risk corresponds to the risk of losses arising from the inability of the Company's customers, issuers or other counterparties to meet their financial commitments. It mainly arises by the Company's deposits in credit and financial institutions and by assets held from debtors or prepayments made.

Although the capital requirement of Credit Risk has been essentially removed from the own funds requirement reporting under IFR, the Company continues to consider Credit Risk as a key risk category under its broader risk management approach and it follows various credit risk mitigation strategies in order to minimize the possibility of occurrence of this risk, such as:

- All Client funds are held in segregated accounts, separated from Company's funds.
- The Company maintains regular credit review of counterparties, identifying the key risks faced and reports them to the Board of Directors, which then determines the firm's risk appetite and ensures that an appropriate amount of capital is maintained.
- In order to maintain its Credit risk to the minimum, the Company is using EU credit institutions for safekeeping of funds and always ensures that the banks it cooperates with have solid credit ratings and it frequently monitors their compliance with the EU regulatory framework and diversifies the funds over several credit institutions thus mitigating the risk exposure efficiently.

Further to the above, the Company has policies to diversify credit risk and to limit the amount of credit exposure (concentration risk) to any counterparty, at all times.

Market Risk

Market risk corresponds to the risk of a loss of value on financial instruments arising from changes in market parameters, the volatility of these parameters and correlations between them. These parameters include but are not limited to exchange rates, interest rates, and the price of securities (equity, bonds), commodities, derivatives and other assets. Market risk mainly arises from:

1. Position Risk: It refers to the probability of loss associated with a particular trading (long or short) position due to price changes.
2. Interest rate risk: The risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.
3. Commodities Risk: It refers to the uncertainties of future market values and of the size of the future income, caused by the fluctuation in the prices of commodities. These commodities may be oil, metals, gas, electricity etc.
4. Foreign Exchange Risk: It is a financial risk that exists when a transaction is denominated in a currency other than the base currency of the company. The foreign exchange risk in the Company is effectively managed by the establishment and control of foreign exchange limits, such as through the establishment of maximum value of exposure to a currency pair as well as through the utilization of sensitivity analysis.

The Company monitors its market risk exposures regularly and additionally reports them on a quarterly basis to CySEC, as per the Net Position Risk (NPR) method of the K-Factor Requirement of IFR (see the next section for more information).

Operational Risk

Operational risk corresponds to the risk of losses/failure arising from inadequacies or failures in internal procedures, systems or staff, or from external events, including low-probability events that entail a high risk of loss.

The Company has in place processes, management tools and a control infrastructure to enhance the Company-wide control of its operational risk. These include, among others, specific procedures, permanent supervision, business continuity plans, and functions dedicated to the oversight and management of specific types of operational risks, such as fraud, risks related to external service providers, legal risks, information system security risks and compliance risks.

In extend, the management of operational risk is geared towards:

- Maintaining a strong internal control governance framework.

- Managing operational risk exposures through a consistent set of processes that drive risk identification, assessment, control and monitoring.

The Company implements the below mitigation strategies in order to minimize its operational risk and develop risk awareness:

- Provision of adequate information to the Company's management, in all levels, in order to facilitate decision making for risk control activities.
- Implement a strong system of internal controls to ensure that operational losses do not cause material damage to the Company and have a minimal impact on profitability and objectives.
- Implement improvements on productivity, efficiency and cost effectiveness, with an objective to improve customer service and protect shareholder value.
- Establish a "four-eye" structure and board oversight.
- Implement improvements on its methods of detecting fraudulent activities.
- Updating its business contingency and disaster recovery plan

Finally, the Senior Management employs specialized tools and methodologies to identify, assess, mitigate and monitor operational risk. To this effect, the following are implemented:

- Incident collection
- Key Risk Indicators
- Business Continuity Management
- Training and awareness

For the calculation of operational risk in relation to the new capital adequacy reporting under IFR the Company uses the Fixed Overhead Requirement (further information can be found in the next section).

Strategic Risk

Strategic risk arises when a business does not operate according to its business model or plan. When a company does not operate according to its business model, its strategy becomes less effective over time and it may struggle to reach its defined goals.

Company's performance is dependent on the overall performance of the Financial Industry, the demand for financial services and competition, as well as on the overall performance of the economy in general and the strategic decisions that Company takes to successfully navigate through these. Business Risk is defined as the current and/or future possible impact on earnings or capital from adverse business decisions and/or lack of responses to industry changes by the Company.

Mitigation of Strategic Risk

- Constant attention of the Company's Board and Senior Management who have the knowledge and technical expertise to implement goals, objectives, and strategic initiatives;
- Assesses, on a regular and frequent basis, the Company's strategy and its objectives and updates the Company's budget accordingly;
- Requests the Board of Directors' approval before initiating any projects that might have an impact on the Company's short and long term business plans and requests other people and resources in order to be completed, where needed;
- Reports to the Board of Directors, on a regular basis, including any goals achieved or not completed, so that actual results can be measured in comparison to forecasts.

Compliance, Reputational and Legal Risks

Compliance risk corresponds to the risk of legal, administrative or disciplinary sanctions or material financial losses, arising from failure to comply with the provisions governing the Company's activities. Compliance means acting in accordance with applicable regulatory rules, as well as professional, ethical and internal principles and standards. Fair treatment of customers, with integrity, contributes decisively to the reputation of the Company.

By ensuring that these rules are observed, the Company works to protect its customers and, in general, all its counterparties, employees, and shareholders.

The Compliance Officer verifies that all compliance laws, regulations and principles applicable to the Company's services are observed, and that all staff respect the codes of good conduct and individual compliance. The Compliance Officer also monitors the prevention of reputational damage, performs compliance controls at the highest level and assists with the day-to-day operations.

Independent compliance policies have been set up within the Company's different business lines to identify and prevent any risks of non-compliance.

Anti-Money Laundering and Terrorist Financing Risk

Money laundering and terrorist financing risk mainly refers to the risk where the Company may be used as a vehicle to launder money and/or assist/involved in financing terrorism. The Company has in place policies, procedures and controls in order to mitigate the money laundering and terrorist financing risks. Among others, these policies, procedures and controls include the following:

- A risk-based approach that involves specific measures and procedures in assessing, identifying and managing the Money Laundering and Terrorist Financing risks faced by the Company.
- Adequate Client due diligence and identification procedures.
- Minimum standards of quality of the required identification data for each type of Client (e.g. documents from independent and reliable sources, third party information).
- Obtaining additional data and information from Clients, where this is appropriate and relevant, for the proper and complete understanding of their activities and source of wealth.
- Monitoring and reviewing the business relationship with clients and potential clients of high-risk countries.
- Ensuring that the Company's personnel receive the appropriate training and assistance.

The Company is frequently reviewing its policies, procedures and controls with respect to money laundering and terrorist financing to ensure top level compliance with the applicable legislation.

IFR Risks and related requirements

The introduction of IFR, brought significant changes in the way investment firms calculate their capital requirements. As such our Firm has created a separate policy in avoid mixing risks arising from the Company's operations (i.e. Enterprise risks as these are presented in the section above) with risks arising from the revised capital requirements framework, presented below alongside, the rest of the "non-risk" capital requirements.

In line with this, the risks under IFR are collectively referred to as K-Factors. K-Factor requirements (KFR), is a methodology recommended by the European Banking Authority, in order to capture the range of risks which an investment firm is exposed to.

The K-factors essentially replace the CRR credit, market and operational risk approach in order to better calibrate the capital needed to meet the risks of the investment firm.

Broadly speaking, K-factors are quantitative indicators or factors which represent the risks that an investment firm can pose to customers, market/liquidity and the firm itself. There are three K-factor groups:

Risk-to-Client (RtC)

The K-factors under RtC capture client assets under management and ongoing advice (K-AUM), client money held (K-CMH), assets safeguarded and administered (K-ASA), and client orders handled (K-COH).

As at 31/12/2022, the Company was exposed to:

	K-factor Requirement
K-AUM	0
K-CMH	4
K-ASA	0
K-COH	0

Risk-to-Market (RtM)

The K-factor under RtM captures net position risk (K-NPR) in accordance with the market risk provisions of CRR or, where permitted by the competent authority for specific types of investment firms which deal on own account through clearing members, based on the total margins required by an investment firm's clearing member (K-CMG).

As at 31/12/2022, our firm was exposed to:

	K-factor Requirement
K-NPR	53
K-CMG	0

Market risk capital requirements based on NPR

	K-factor Requirement
Position risk	4
Foreign exchange risk	36
Commodity risk	13
Total (NPR)	53

Risk-to-Firm (RtF)

The K-factors under RtF capture an investment firm's exposure to the default of their trading counterparties (K-TCD) in accordance with simplified provisions for counterparty credit risk based on CRR, concentration risk in an investment firm's large exposures to specific counterparties based on the provisions of CRR that apply to large exposures in the trading book (K-CON), and operational risks from an investment firm's daily trading flow (K-DTF).

As at 31/12/2022, our firm was exposed to:

	K-factor Requirement
K-TCD	7
K-DTF	0
K-CON	0

Liquidity Requirement

Liquidity requirement corresponds to the risk of the Company not being able to meet its cash or collateral requirements as they arise. The Company's primary objective is to ensure the funding of its activities in the most cost-effective way by managing liquidity risk and adhering to regulatory constraints (such as the requirement of always holding a minimum of one third of their fixed overheads requirement in liquid assets). The table below shows the Firm's liquidity requirement as at 31/12/2022.

IFR Liquidity Requirement, as at 31/12/2022

	Amount (EUR000')
Liquidity Requirement	127
Client guarantees	0
Total liquid assets	201
Unencumbered short-term deposits	201
Total eligible receivables due within 30 days	0
Level 1 assets	0
Coins and banknotes	0
Withdrawable central bank reserves	0
Central bank assets	0
Central government assets	0
Regional government/local authorities assets	0
Public Sector Entity assets	0
Recognisable domestic and foreign currency central government and central bank assets	0
Credit institution (protected by Member State government, promotional lender) assets	0
Multilateral development bank and international organisations assets	0
Extremely high-quality covered bonds	0
Level 2A assets	0
Regional government/local authorities or Public Sector Entities assets (Member State, RW20 %)	0
Central bank or central/regional government or local authorities or Public Sector Entities assets (Third Country, RW20 %)	0
High quality covered bonds (CQS2)	0
High quality covered bonds (Third Country, CQS1)	0
Corporate debt securities (CQS1)	0

Level 2B assets	0
Asset-backed securities	0
Corporate debt securities	0
Shares (major stock index)	0
Restricted-use central bank committed liquidity facilities	0
High quality covered bonds (RW35 %)	0
Qualifying CIU shares/units	0
Total other eligible financial instruments	0

Fixed Overhead Requirement (FOR)

Under IFR, the Firm is required to report its Fixed Overhead requirement, essentially substituting the CRR operational risk, calculated as a quarter of the fixed overheads of the preceding year. The table below indicates the calculations used for our reporting:

Fixed Overhead Requirement, as at 31/12/2022

	Amount (EUR000')
Fixed Overhead Requirement	382
Annual Fixed Overheads of the previous year after distribution of profits	1.529
Total expenses of the previous year after distribution of profits	1.671
(-) Total deductions	-142
(-) Staff bonuses and other remuneration	-28
(-) Employees', directors' and partners' shares in net profits	0
(-) Other discretionary payments of profits and variable remuneration	0
(-) Shared commission and fees payable	-55
(-) Fees, brokerage and other charges paid to CCPs that are charged to customers	-58
(-) Fees to tied agents	0
(-) Interest paid to customers on client money where this is at the firm's discretion	0
(-) Non-recurring expenses from non-ordinary activities	0
(-) Expenditures from taxes	0
(-) Losses from trading on own account in financial instruments	0
(-) Contract based profit and loss transfer agreements	0
(-) Expenditure on raw materials	0
(-) Payments into a fund for general banking risk	0
(-) Expenses related to items that have already been deducted from own funds	0
Projected fixed overheads of the current year	1.400
Variation of fixed overheads (%)	-8.42%

Permanent Minimum Capital Requirement (PMC)

The Permanent Minimum Capital Requirement is the initial capital required for authorisation to conduct the relevant investment services set in accordance with the Investment Firm Directive (IFD).

As at 31/12/2022, the Firm's PMC was EUR750,000 for offering the services refer to in the Scope section of this report.

Finally, since the reporting obligation under IFR, started recently, the Firm is collecting information in order to draft a policy in relation to the aforementioned risks and capital requirements. In relation to our most recent reported figures under IFR, please refer to section **Capital Adequacy**.

Risk Appetite

The Company defines Risk Appetite as the level of risk, by type and by business that the Company is prepared to incur given its strategic targets and is one of the strategic oversight tools available to the Management body.

The positioning of the business in terms of risk/return ratio as well as the Company's risk profile by type of risk are analysed and approved by the BoD. The Company's risk appetite strategy is implemented by the Senior Management in collaboration with the BoD and applied by all divisions through an appropriate operational steering system for risks.

Essential indicators for determining the Risk Appetite are regularly monitored over the year to detect any events that may result in unfavourable developments on the Company's risk profile. Such events may give rise to remedial action, up to the deployment of a recovery plan in the most severe cases.

Throughout the year, **the Company's risk profile has remained within normal/acceptable levels despite effects of recent macroeconomic factors.**

Finally, our regulatory appetite levels are as per the below tables:

Revised Risk Appetite levels in response to IFR:

	Total Ratio
• **Well Above the limit**	> 150%
• **At the limit**	100 % - 150%
• **Below the limit**	< 100%

	Own Funds
• **Well Above the limit**	>1.000,000
• **At the limit**	750,000 – 1.000,000
• **Below the limit**	<750,000

Risk Management Committee

The Risk Management Committee ("RMC") advises the Board of Directors on the overall strategy and the appetite to all kinds of risks and helps the Board to verify that this strategy is implemented. It is responsible for:

- Reviewing the risk control procedures and is consulted about setting overall risk limits.
- Reviewing on a regular basis the strategies, policies, procedures and systems used to detect, manage and monitor the liquidity risk and submitting its conclusions to the Board of Directors
- Reviewing the policies in place and the reports prepared to comply with the regulations on internal control.
- Reviewing the policy concerning risk management and the monitoring of off-balance sheet commitments, especially considering the memoranda drafted to this end by the without prejudice to the Compensation Committee's missions, reviewing whether the incentives provided by the compensation policy and practices are compatible with the Company's situation with regard to the risks it is exposed to, its share capital, its liquidity and the probability and timing of expected benefits.

The Risk Management Committee held nineteen (19) meetings in 2022.

Diversity Policy

The Company recognizes the value of a diverse and skilled workforce and management body, as diversity is an asset to organizations and linked to better economic performance.

The Company is committed to promoting equality and diversity and promoting a culture that actively values difference and recognises that people from different backgrounds and experiences can bring valuable insights to the workplace and enhance the way we work.

The Company aims to be an inclusive organisation, where diversity is valued, respected and built upon, with ability to recruit and retain a diverse workforce that reflects the communities it serves. Within this framework the Company specifically refers to measures it has in place to provide equality of opportunity and the facilities that it can provide to its diverse workforce and job applicants.

The Company is also committed to compliance with relevant equality legislation, as well as the Law which provides for the Provision of Investment Services, the Exercise of Investment Activities, the Operation of Regulated Markets and Other Related Matters (L.87 (I)/ 2017).

The Company aims to pro-actively tackle discrimination or disadvantage and aims to ensure that no individual or group is directly or indirectly discriminated against for any reason with regard to employment or accessing its services.

The Company considers itself diverse in regards to its main workforce and has in place a diversity policy in relation to its management body and all employees.

The Company while assessing diversity should consider the following aspects:

- Age
- Disability
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity
- Race (including color, nationality and ethnic origins)
- Religion and/or belief
- Sex
- Sexual orientation

In order to facilitate an appropriately diverse pool of candidate for the management body and Key Holders, the Company should ensure that all diversity aspects are taken into consideration in the selection process and equal treatment and opportunities are provided for all staff of different genders, age, etc.

Board Recruitment

The Company and its shareholders rely on a strong Board of Directors ("**BOD**"), hence they carefully evaluate the recruitment of all Directors and ensure appropriate succession planning. The persons proposed for the appointment need to have specialised skills and/or knowledge to enhance the collective knowledge of the BoD and most importantly emphasis is given on their commitment in terms of time and effort. The Senior Management is assigned the responsibility to review the qualifications of potential director candidates and make recommendations to the existing BoD to ensure selecting the most appropriate candidate.

The Company considers the following factors (which also form the basis of its BoD recruitment policy):

- Integrity, honesty and the ability to generate public confidence.
- Knowledge of and experience with financial institutions ("fit-and-proper")
- Knowledge of financial matters including understanding financial statements and financial ratios
- Demonstrated sound business judgment.
- Specialised skills and/or knowledge in accounting, finance, banking, law, business administration or related subjects.

Remuneration

Remuneration refers to payments or compensations received for services or employment.

The Company's Board of Directors is responsible for the adoption, periodic review and implementation of the Company's Remuneration Policy based on Part Eight of Regulation (EU) No 575/2013 of the European Parliament.

The Company's Remuneration Policy fulfils the Company's obligation under Part Eight of Regulation (EU) No 575/2013 of the European Parliament. Responsible body for the implementation of the Company's Remuneration Policy shall be the Board of Directors. The responsibility of the Board is to prepare the decisions regarding the Remuneration Policy, including those which have implications for the risk and risk management of the Company and to table the said decisions or proposals for final deliberation.

Additionally, the Compliance Officer of the Company is advising the Board regarding remuneration matters in order to ensure that any developments in the regulation will be implemented by updating the remuneration policy of the Company accordingly to comply with the provisions of the relevant legislation.

During 2022, the remuneration of staff consisted of a fixed component only with no variable element. The remuneration of each individual varies and depending from position, education, experience, performance, accountability and responsibility.

Aggregate Remuneration for 2022 broken down by business area

€ thousands	**No. of staff**	**Fixed**	**Variable**	**Non-cash**	**Total**
Board of Directors	3	114.500	0	5.549	120.049
Heads of Departments (Excluding Board or Senior Members)	6	73.993	8.560	720	83.273
Members of staff whose actions have a material impact on the risk profile of the institution and other staff	9	169.644	19.900	0	189.544
Grand Total	18	358.137	28.460	6.269	392.866

Directorships held by Members of the Management Body

The Company's members of the Management Body, and in particular of the non-Executive positions, are often experienced professionals and businessmen that are invited to participate in other corporate boards. In line with this, the Company is responsible to approve and monitor such individuals in terms of conflicts of interest. In 2022, the following table summarizes the number of positions that each member holds:

Directorships held by Members of the Management Body as of 31.12.2022

Name	Position in the Firm	Executive Directorships	Non-Executive Directorships
Mr. Nikolas Kelepeniotis	Independent Non Executive	0	4
Mr. Panagiotis G. Teklos	Non Executive	0	1
Mr. Michael Christoforou	Executive Director	1	0
Mr. Avgoustinos Athiainitis	Executive Director	1	1
Mrs. Chrysoula Kitti Savva	Independent Non Executive	0	2

Capital Adequacy

Capital management and adequacy of liquid funds is a paramount priority for the Company. The Company, continuously monitors its capital reserves and risk exposures. This is currently performed in accordance with the Investment Firms Regulation (IFR).

Regulatory Capital

In line with the International Financial Reporting Standards (IFRS) and IFR, the Company's regulatory capital mainly consists of Common Equity Tier 1 Capital, composed primarily of ordinary shares and related share premium accounts and retained earnings.

In some cases, additional capital tiers can come into force such as the Tier 2 Capital which could introduce the use of loans to support the business and operational capital. Such loans are highly regulated and are always subordinated to other claims.

Capital Ratio

The capital (adequacy) ratio is a key metric for a financial institution and is calculated by comparing the institutions' own funds with the highest of the three Capital Requirements (K-Factor Requirement, Fixed Overhead Requirement and Permanent Minimum Capital Requirement) as mentioned in **IFR Risks and related requirements** section. The calculations always follow a strict set of rules as defined by IFR. The minimum Total Capital Ratio that must be maintained **AT ALL** times is 100%.

As at 31/12/2022, the Company had a Total Capital Ratio of 79.74% which is below the required 100%. The reason for falling below the required is that part of the non-refundable shareholders contribution amounted to 180.000 EUR remained unpaid as at year end. This was fully paid on 08/02/2023 (80.000 EUR) and on 11/04/2023 (100.000 EUR).

Capital Management

As part of managing its capital, the Company ensures that its solvency level is always compatible with the following objectives:

- Maintaining its financial solidity and respecting the Risk Appetite targets
- Adequate allocation of capital among the various business lines according to the Company's strategic objectives
- Maintaining the Company's resilience in the event of stress scenarios
- Meeting the expectations of the regulator and shareholders

The Company determines its internal capital adequacy thresholds in accordance with the above and the Senior Management is tasked to monitor the capital on a constant basis.

Further to the above, the Company is obligated to calculate and report its capital adequacy on a quarterly basis to the Cyprus Securities and Exchange Commission (the "CySEC").

Below you may find the latest results reported for 2022:

Capital Adequacy/Own Funds Requirements

EUR000'	**Dec 31, 2022 (Audited)**
CET1 Capital	598
Tier 1 Capital	598
Total Capital	598
Permanent Minimum Capital (PMC)	750
Fixed Overhead Requirement (FOR)	382
K-Factor Requirement (KFR)	64
Requirement Used	PMC
Total Own Fund Requirement	750
Total Ratio	79.74%
CET1 Ratio	79.74%

EU IF CC1.01 - Composition of regulatory own funds (Investment firms other than small and non-interconnected)

	Amounts (EUR000')	**Source based on reference numbers/letters of the balance sheet in the audited financial statements**
Common Equity Tier 1 (CET1) capital: instruments and reserves		
OWN FUNDS	598	1
TIER 1 CAPITAL	598	2
COMMON EQUITY TIER 1 CAPITAL	598	3
Fully paid up capital instruments	2	4
Share premium	4.404	5
Retained earnings	-2.880	6
Accumulated other comprehensive income	0	7
Other reserves	241	8
Minority interest given recognition in CET1 capital	0	9
Adjustments to CET1 due to prudential filters	0	10
Other funds	0	11
(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	-1.089	12
(-) Own CET1 instruments	0	13
(-) Direct holdings of CET1 instruments	0	14
(-) Indirect holdings of CET1 instruments	0	15
(-) Synthetic holdings of CET1 instruments	0	16
(-) Losses for the current financial year	-1.089	17 (Audited P&L)
(-) Goodwill	0	18
(-) Other intangible assets	0	19
(-) Deferred tax assets that rely on future profitability and do not arise from temporary differences net of associated tax liabilities	0	20

(-) Qualifying holding outside the financial sector which exceeds 15% of own funds	0	21
(-) Total qualifying holdings in undertaking other than financial sector entities which exceeds 60% of its own funds	0	22
(-) CET1 instruments of financial sector entites where the institution does not have a significant investment	0	23
(-) CET1 instruments of financial sector entities where the institution has a significant investment	0	24
(-)Defined benefit pension fund assets	0	25
(-) Other deductions	0	26
CET1: Other capital elements, deductions and adjustments	-80	27
ADDITIONAL TIER 1 CAPITAL	0	28
Fully paid up, directly issued capital instruments	0	29
Share premium	0	30
(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0	31
(-) Own AT1 instruments	0	32
(-) Direct holdings of AT1 instruments	0	33
(-) Indirect holdings of AT1 instruments	0	34
(-) Synthetic holdings of AT1 instruments	0	35
(-) AT1 instruments of financial sector entities where the institution does not have a significant investment	0	36
(-) AT1 instruments of financial sector entities where the institution has a significant investment	0	37
(-) Other deductions	0	38
Additional Tier 1: Other capital elements, deductions and adjustments	0	39
TIER 2 CAPITAL	0	40
Fully paid up, directly issued capital instruments	0	41
Share premium	0	42
(-) TOTAL DEDUCTIONS FROM TIER 2	0	43
(-) Own T2 instruments	0	44

(-) Direct holdings of T2 instruments	0	45
(-) Indirect holdings of T2 instruments	0	46
(-) Synthetic holdings of T2 instruments	0	47
(-) T2 instruments of financial sector entities where the institution does not have a significant investment	0	48
(-) T2 instruments of financial sector entities where the institution has a significant investment	0	49
Tier 2: Other capital elements, deductions and adjustments	0	50

EU IFCC2: Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements

	Balance sheet as in the audited financial statements	**Under regulatory scope of consolidation**	**Cross reference to EU IF CC1**
	As at period end	**As at period end**	
Assets - *Breakdown by asset classes*			
Tangible Assets	15.846	N/A	1
Cash, cash balances at central banks and other demand deposits	91.714	N/A	1
Other assets	783.775	N/A	1
Investor Compensation Fund	79.967	N/A	27
Total Assets	**971.302**	**N/A**	**N/A**
Liabilities - *Breakdown by liability classes*			
Other liabilities	113.293	N/A	N/A
Total Liabilities	**113.293**	**N/A**	**N/A**
Shareholders' Equity			
Ordinary share capital	2.440	N/A	4
Share Premium	4.404.089	N/A	5

Retained earnings	(3.969.342)	N/A	6
Other reserves	420.822	N/A	8
Total Shareholders' equity	**858.009**	**N/A**	**N/A**

EU IF CCA: Own funds: main features of own instruments issued by the firm

Issuer	Company
Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	N/A
Public or private placement	Private
Governing law(s) of the instrument	Cyprus Companies Law
Instrument type (types to be specified by each jurisdiction)	Ordinary shares
Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	EUR0,002
Nominal amount of instrument	EUR1
Issue price	EUR1
Redemption price	N/A
Accounting classification	Ordinary share capital
Original date of issuance	01/09/2015
Perpetual or dated	N/A
Original maturity date	N/A
Issuer call subject to prior supervisory approval	N/A
Optional call date, contingent call dates and redemption amount	N/A
Subsequent call dates, if applicable	N/A
Coupons / dividends	N/A
Fixed or floating dividend/coupon	N/A
Coupon rate and any related index	N/A
Existence of a dividend stopper	N/A

Fully discretionary, partially discretionary or mandatory (in terms of timing)	N/A
Fully discretionary, partially discretionary or mandatory (in terms of amount)	N/A
Existence of step up or other incentive to redeem	N/A
Noncumulative or cumulative	N/A
Convertible or non-convertible	N/A
If convertible, conversion trigger(s)	N/A
If convertible, fully or partially	N/A
If convertible, conversion rate	N/A
If convertible, mandatory or optional conversion	N/A
If convertible, specify instrument type convertible into	N/A
If convertible, specify issuer of instrument it converts into	N/A
Write-down features	N/A
If write-down, write-down trigger(s)	N/A
If write-down, full or partial	N/A
If write-down, permanent or temporary	N/A
If temporary write-down, description of write-up mechanism	N/A
Non-compliant transitioned features	N/A
If yes, specify non-compliant features	N/A
Link to the full term and conditions of the intrument (signposting)	N/A

EU IF CCA: Own funds: main features of own instruments issued by the firm.

Issuer	Company
Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	N/A
Public or private placement	Private
Governing law(s) of the instrument	Cyprus Companies Law
Instrument type (types to be specified by each jurisdiction)	Ordinary shares issued at a premium

Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	EUR4,4
Nominal amount of instrument	EUR1
Issue price	EUR1
Redemption price	N/A
Accounting classification	Share premium
Original date of issuance	07/07/2016
Perpetual or dated	N/A
Original maturity date	N/A
Issuer call subject to prior supervisory approval	N/A
Optional call date, contingent call dates and redemption amount	N/A
Subsequent call dates, if applicable	N/A
Coupons / dividends	N/A
Fixed or floating dividend/coupon	N/A
Coupon rate and any related index	N/A
Existence of a dividend stopper	N/A
Fully discretionary, partially discretionary or mandatory (in terms of timing)	N/A
Fully discretionary, partially discretionary or mandatory (in terms of amount)	N/A
Existence of step up or other incentive to redeem	N/A
Noncumulative or cumulative	N/A
Convertible or non-convertible	N/A
If convertible, conversion trigger(s)	N/A
If convertible, fully or partially	N/A
If convertible, conversion rate	N/A
If convertible, mandatory or optional conversion	N/A
If convertible, specify instrument type convertible into	N/A
If convertible, specify issuer of instrument it converts into	N/A
Write-down features	N/A

If write-down, write-down trigger(s)	N/A
If write-down, full or partial	N/A
If write-down, permanent or temporary	N/A
If temporary write-down, description of write-up mechanism	N/A
Non-compliant transitioned features	N/A
If yes, specify non-compliant features	N/A
Link to the full term and conditions of the instrument (signposting)	N/A

Internal Capital Adequacy and Risk Assessment (ICARA) and Internal Liquidity Assessment Process ("ILAAP") Report

The purpose of the ICARA/ILAAP report is to assess whether the Company has adequate capital and liquidity to support the Company's risks and any future unexpected losses that may arise from its investment services licensed activities. The ICARA/ILAAP report is prepared on a solo basis. With the ICARA/ILAAP report the Company fulfils the disclosure requirement in accordance with Paragraph 18, Chapter 2, Part A of Law 165(I)/2021 on the Prudential Supervision of Investment Firms of the CySEC and Article 24 of the EU Directive 2019/2034/EU.

The ICARA/ILAAP is a set of processes, procedures and measures to be implemented by the Company to ensure:

•appropriate identification and measurement of risks
•appropriate level of internal capital in relation to the Company's risk profile, and
•application and further development of suitable risk management and internal control systems.

In our ICARA/ILAAP report for 2021, no significant risks have been detected, however we remain diligent in order to mitigate any unexpected risks.

Regulatory Reporting

In line with the regulatory requirements, the Company has been able to maintain a good reporting flow, as it can be seen below:

Annual Reporting Summary for 2022 (list not exhaustive)

Report	Responsible Person	Recipients	Frequency	Due Date
Annual Compliance Report	Compliance Officer	BoD, CySEC	Annual	30/04/2023
Annual Internal Audit Report	Internal Auditor	BoD, CySEC	Annual	30/04/2023
Annual Risk Management Report	Risk Manager	BoD, CySEC	Annual	30/04/2023
Annual Anti-Money Laundering Compliance Report	AML Compliance Officer	BoD, CySEC	Annual	31/03/2023
Pillar III Disclosures (Market Discipline and Disclosure	Risk Manager	BoD, CySEC, Public	Annual	30/04/2023
Financial Reporting	External Auditor	BoD, CySEC	Annual	30/04/2023
Prudential Supervision Information (IFD/IFR)	Risk Manager / Accounting	Senior Management, CySEC	Quarterly	12/05/2022 11/08/2022 11/11/2022 11/02/2023
Quarterly Risk Statistics	Compliance/ Accounting	Senior Management, CySEC	Annual	13/05/2022 01/08/2022 31/10/2022 31/01/2023
Country Analysis Form	Compliance Officer	Senior Management, CySEC	Quarterly	08/07/2022 11/08/2022 11/11/2022 13/02/2023
Risk Based Supervision Framework	Risk Manager / Accounting	Senior Management, CySEC	Annual	03/06/2022

<u>Declaration by the Board of Directors on the adequacy of risk management arrangements of the institution</u>

The Board of Directors is ultimately responsible for the risk management framework of the Company. The Risk Management framework is the sum of systems, policies, processes and people within the Company that identify, assess, mitigate and monitor all sources of risk that could have a material impact on the Company's operations.

The Board of Directors approves in full the adequacy of Risk Management arrangements of the institution providing assurance that the risk management systems in place are adequate with regards to the institution's profile and strategy.

This declaration has been signed by the Board of Directors on 27 April 2023.

Regulatory Supervision

All CIFs under CySEC's authority must meet the requirements with respect to capital adequacy and market discipline, as per the below legal framework:

- Law 87(I)/2017 regarding the provision of investment services, the exercise of investment activities and the operation of regulated markets (hereafter "the Law")
- Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012
- 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 (Capital Requirements Regulation - CRR)
- Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC (Capital Requirements Directive IV)
- Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014 (Investment Firms Regulation - IFR)
- Directive (EU) 2019/2034 of the European Parliament and of the Council of 27 November 2019 on the prudential supervision of investment firms and amending Directives 2002/87/EC, 2009/65/EC, 2011/61/EU, 2013/36/EU, 2014/59/EU and 2014/65/EU (Investment Firms Directive - IFD)

IFR Reference Table

IFR Article	Compliance Ref.
PART ONE: GENERAL PROVISIONS	
TITLE I: SUBJECT MATTER, SCOPE AND DEFINITIONS	
Article 1: Subject matter and scope	Pg.6
Article 2: Supervisory powers	N/A
Article 3: Application of stricter requirements by investment firms	N/A
Article 4: Definitions	N/A
TITLE II: LEVEL OF APPLICATION OF REQUIREMENTS	
CHAPTER 1: Application of requirements on an individual basis	
Article 5: General principle	Pg.3
Article 6: Exemptions	N/A
CHAPTER 2: Prudential consolidation and exemptions for an investment firm group	
Article 7: Prudential consolidation	Pg.3
Article 8: The group capital test	N/A
PART TWO: OWN FUNDS	
Article 9: Own funds composition	Pg.27
Article 10: Qualifying holdings outside the financial sector	N/A
PART THREE: CAPITAL REQUIREMENTS	
TITLE I: GENERAL REQUIREMENTS	
Article 11: Own funds requirements	Pg.26
Article 12: Small and non-interconnected investment firms	N/A
Article 13: Fixed overheads requirement	Pg.19
Article 14: Permanent minimum capital requirement	Pg.20
TITLE II: K-FACTOR REQUIREMENT	
CHAPTER 1: General principles	
Article 15: K-factor requirement and applicable coefficients	N/A
CHAPTER 2: RtC K-factors	
Article 16: RtC K-factor requirement	Pg.14
Article 17: Measuring AUM for the purpose of calculating K-AUM	Pg.14

Article 40: Procedures to prevent investment firms from avoiding the K-CON own funds requirement	N/A
Article 41: Exclusions	N/A
Article 42: Exemption for commodity and emission allowance dealers	N/A
PART FIVE: LIQUIDITY	
Article 43: Liquidity requirement	Pg.16
Article 44: Temporary reduction of the liquidity requirement	N/A
Article 45: Client guarantees	N/A
PART SIX: DISCLOSURE BY INVESTMENT FIRMS	
Article 46: Scope	
Article 47: Risk management objectives and policies	Pg.9-21
Article 48: Governance	Pg. 9-21
Article 49: Own funds	Pg.26
Article 50: Own funds requirements	Pg.26
Article 51: Remuneration policy and practices	Pg.23-24
Article 52: Investment policy	N/A
Article 53: Environmental, social and governance risks	N/A
PART SEVEN: REPORTING BY INVESTMENT FIRMS	
Article 54: Reporting requirements	N/A
Article 55: Reporting requirements for certain investment firms, including for the purposes of the thresholds referred to in Article 1(2) of this Regulation and in point (1)(b) of Article 4(1) of Regulation (EU) No 575/2013	N/A
PART EIGHT: DELEGATED ACTS	
Article 56: Exercise of the delegation	N/A
PART NINE: TRANSITIONAL PROVISIONS, REPORTS, REVIEWS AND AMENDMENTS	
TITLE I: TRANSITIONAL PROVISIONS	
Article 57: Transitional provisions	N/A
Article 58: Derogation for undertakings referred to in point (1)(b) of Article 4(1) of Regulation (EU) No 575/2013	N/A
Article 59: Derogation for investment firms referred to in Article 1(2)	N/A
TITLE II: REPORTS AND REVIEWS	
Article 60: Review clause	N/A

TITLE III: AMENDMENTS TO OTHER REGULATIONS	
Article 61: Amendment to Regulation (EU) No 1093/2010	N/A
Article 62: Amendments to Regulation (EU) No 575/2013	N/A
Article 63: Amendments to Regulation (EU) No 600/2014	N/A
Article 64: Amendment to Regulation (EU) No 806/2014	N/A
PART TEN: FINAL PROVISIONS	
Article 65: References to Regulation (EU) No 575/2013 in other Union legal	N/A
Article 66: Entry into force and date of application	N/A

E: support@m4markets.eu