



Annexo 15.- 1 MiFID II – General information on the best execution of client orders

Rothschild & Co Bank AG, Zollikerstrasse 181, 8034 Zurich (the “Bank”) has implemented approaches, procedures and execution principles aiming at achieving the best possible execution in the interest of its Clients when receiving, transmitting and/or executing orders with respect to financial instruments for the Clients (“Principles of Best Execution” or “PBE”). The PBE do, however, not entail a guarantee that best possible execution will be achieved in each individual case. As indicated in the Bank’s brochure *MiFID II – General information on the Bank and its service*, even though MiFID II does not necessarily apply to the Bank, MiFID II will still be considered as a best practice benchmark.

The Bank reserves the right to amend the PBE at any time. The Clients of the Bank will be notified of any such amendments in writing or by other suitable means. By issuing its first order, a respective Client agrees to the PBE.

The purpose of this brochure is to inform on the PBE and to provide a summary thereof. Unless specifically provided otherwise, the brochure merely has an informative character.

1. General remarks

1.1 Scope

The PBE apply to the execution, acceptance and forwarding of orders by the Bank on behalf of Clients for the purpose of buying and selling financial instruments. It also applies to orders in financial instruments that the Bank executes for its Clients. They also apply if the Bank, in fulfilling its obligations under an asset management agreement with the client, buys or sells financial instruments for account of the Client.

1.2 Fixed-price transactions

If the transaction is a fixed-price transaction, i.e. if a purchase agreement or sale agreement is concluded between the Client and the Bank for the delivery or acceptance of securities or other financial instruments at a fixed agreed or determinable price, then execution as defined above does not apply. In this case the Client and the Bank are obliged in accordance with their contractual arrangement to deliver the securities or other financial instruments covered by the agreement and to pay the purchase price. The Bank ensures that client orders in the context of fixed-price transactions are executed on market terms.

1.3 Primary market transactions

These PBE do not apply to primary market transactions.

1.4 Precedence of client instructions

If a client issues specific instructions to the Bank for settlement of an order, then the Bank will execute the order in accordance with those instructions. If the client’s instructions are not precise on certain points, the Bank will act in this respect in accordance with the PBE. The client’s attention is drawn to the fact that if the client issues instructions, the Bank will execute the order in accordance with the client’s instructions and to this extent the principles of best possible execution do not apply. In this case, the client’s instructions may exempt the Bank from applying its best execution principles according to the PBE.

1.5 Pooling of client orders

The Bank is entitled to pool client orders with its own orders or with orders of any other clients. Orders will only be pooled in case it is very unlikely that pooling will be disadvantageous to the client. Notwithstanding this, it is possible that the effect of pooling may work to the client’s disadvantage in relation to a particular order.

1.6 Market orders

When the client gives an instruction to complete the order at market, the order shall be executed at the next available price allowing for time to process and place the order. With a market order, the client instructs the Bank to execute a transaction of a certain size as promptly as possible at the available market price(s). The Bank may use its discretion to change the client’s order to a limit order if it can reasonably be assumed under the given market conditions that this will result in a better price. Nevertheless, it is possible that this might be disadvantageous to the client in connection with a specific order.

1.7 Limit orders relating to equities and equity-like instruments

If limit orders relating to equities or equity-like instruments for which trading is permitted on a regulated market are not executed immediately on account of current market conditions, the Bank is obliged to make such orders public to other market participants unless the Client instructs otherwise. This duty is regarded as having been fulfilled when such a limit order is transmitted to a regulated market or multilateral trading facility. In the absence of an explicit request from the Client to the contrary upon having received this brochure, the Bank will treat a Client, when placing an order with the Bank, as having provided the Bank with the consent not to publish any unexecuted limit orders, as the Bank believes this to be in the Client’s best interest.

2. Criteria for determining best possible execution

2.1 Basic principle

When executing client orders and when accepting and forwarding client orders for the purpose of execution, the Bank will take all appropriate measures to achieve the best possible result for its clients. In doing so, the Bank will determine the relative importance of the execution factors on the basis of its business judgement, its trading experience and the market information available to it.

2.2 Execution factors

The execution factors that are considered may include the following:

Price/costs

The Bank will choose what it regards as the best possible result on the basis of the factor of overall cost. This includes consideration of its own and external charges and costs associated with settlement. For retail clients in particular, price is accorded the highest level of importance in determining the best possible result. However, for certain Clients, orders, financial instruments or markets, the Bank may come to the conclusion that greater importance needs to be attached to other execution factors in achieving the best possible execution result.

Probability of execution and settlement

Greater importance is attached to the probability of execution and settlement than to the expected timing of the transaction because of the assumption that orders can as a rule be placed on the market quickly, so more attention is paid to market liquidity.

Execution timing

In general, orders are placed with the execution venue immediately. However, it is possible that orders will not be settled straight away owing to a lack of liquidity.

Size and type of order

In connection with the "probability of execution and settlement", attention needs to be paid in particular to the size of the order. The type of order refers to the various order types. Because the different execution venues (e.g. stock exchanges) can determine order types, it may not be possible to place certain order types with the desired venue.

2.3 Execution venues

In the absence of client instructions to the contrary, the Bank will settle an order through one of the following execution venues or through several of them:

- execution directly through a regulated market (stock exchange), a multilateral trading facility (MTF) (or – if the Bank itself is not a direct member of the relevant regulated market or MTF – through a broker that will execute the order via this regulated market or MTF) or an Organised Trading Facility (OTF)
- execution outside a regulated market or MTF

- execution of the order in conjunction with an opposite order from another Client of the Bank
- execution via other brokers or market makers
- settlement through order-crossing networks and electronic trading platforms that do not constitute regulated markets or MTFs
- with a systematic internalizer

Having considered the execution factors, the Bank selects the execution venue that it deems to be the most suitable one to place orders with. Depending on the market and the type of financial instruments being traded, the Bank uses different execution venues. When choosing the best execution venue, the Bank will rely on the correctness of the information received by third party providers (e.g. SIX Financial Information).

The Bank maintains a selected network of global brokers and brokers with local expertise. Information on the trading venues used by the Bank is accessible on the Bank's website.

The Bank monitors the execution venues and evaluates their quality and timely execution through the brokers on an ongoing basis.

Further, after careful consideration of the options set out above, the Bank may itself act as the execution venue and make use of an internal execution method, if this is advantageous from the point of view of the Bank or not disadvantageous to the Client.

2.4 Execution orders outside an execution venue

When executing orders outside a trading venue, the Bank will use all reasonable efforts to obtain competing quotes from several of its approved counterparties in order to deal on the best price. It should be noted that with less liquid instruments there might be only one liquidity provider and therefore only one available price to deal on. In volatile non-transparent markets, it may be necessary to accept the first price offered without the opportunity to obtain or request other prices.

Trades executed outside a trading venue always bear a counterparty risk. This risk may result in a loss for the Client if the counterparty is not able to fulfil its contractual obligations.

By issuing its first order, the Client gives consent for the execution of orders outside a regulated market, MTF or OTF.

3. Monitoring and review

The Bank reviews the PBE annually as well as whenever a material change arises that has an impact on the Bank's ability to continue consistently achieving the best possible result when executing its client orders at the place of execution defined in these PBE. Where the Bank uses third-party brokers to execute transactions, the Bank undertakes periodic reviews of the execution quality of its third-party brokers.

The Bank reviews the selection of execution venues and brokers with reasonable frequency, but at least once a year, and adapts as appropriate. It will also carry out a review and make adjustments as necessary if there are reasons for believing that material criteria that favoured a specific execution venue have ceased to be valid. The Client permits the Bank to make such adjustments unilaterally.

The Bank will inform the Client in a suitable manner about material changes to the PBE.

4. Other matters

4.1 General execution and order processing procedures

The Bank has issued internal policies for the collection and allocation of orders, the procedure for partial executions and the handling of limit orders. The focus is on the Client's interest in best possible execution of the order. The Bank will inform its Clients promptly if difficulties arise in the processing of their orders and takes all reasonable precautions to prevent settlement errors or deficiencies.

4.2 Disturbances in the market or trading system

In the event of disturbances in the market or the Bank's own systems e.g. due to outages or deficient access in technical systems, it may be impossible or inappropriate to execute orders in the best interest of the Client as set out in the PBE. The Bank will thereupon take all reasonable measures in order to otherwise achieve the best possible result for the Client.

4.3 Cancellations

If the account is credited with an amount subject to payments actually being received, the Bank may subsequently reverse credit on the account, irrespective of the period of time that has passed since the booking was made to the account. The same also applies for custody account assets that are booked into the Client's custody account subject to the securities actually being delivered as well as for account and custody account bookings that were mistakenly or incorrectly made. The Client acknowledges that the Bank may make such correction bookings without consulting the Client in advance.

The Bank is under no obligation to execute orders for which there is no coverage/credit limit or which concern balances and custody assets that have been credited subject to payment/securities actually being received and where such a payment/securities delivery is still outstanding.

4.4 Unforeseen circumstances

Best execution is a process and not an outcome. When the Bank is executing an order for its Client, the Bank will execute it in accordance with the PBE. However, the Bank cannot guarantee that the best possible result will be obtained in all circumstances and in every event. The relative importance of the different execution factors may lead to a different result in a particular transaction.

4.5 Controller

A controller is any person who in fact, either directly or indirectly, at his own discretion, makes decisions or gives instructions with respect to transactions entered into under the PBE, either by virtue of a power of attorney or otherwise. The Client is obliged to inform the Bank who might be acting as a controller with regard to transactions concluded under the PBE. In addition, the Client undertakes to inform the Bank immediately, at the latest on the following bank working day, if such information is no longer correct and true. Without such notification, the Bank assumes that the respective transaction initiator is also the sole controller.