

Introduction

The Swiss Financial Services Act (FinSA) entered into force on January 1, 2020 and applies in Switzerland to all professional financial services providers, including banks, and issuers of financial instruments. Banque de Commerce et de Placements SA (hereafter “the Bank or “BCP”) complies with FinSA from its effective date, January 1, 2022.

FinSA applies in Switzerland to all professional financial services providers, including banks, and issuers of financial instruments. Financial services include for example, sale or purchase of financial instruments, receipt and transmission of orders on financial instruments, discretionary portfolio management, advisory services, and loans to finance transactions on financial instruments. In terms of content, FinSA is closely aligned with the European regulatory reforms and mainly covers the following areas:

- Enhancement of investor protection;
- Transparency of financial products throughout the investment cycle;
- Definition of a code of conduct governing the provision of financial instruments and services.

Main financial instruments in scope are the following types of investments products:

- Equity securities (in particular shares, participation certificates, non-voting equity securities)
- Debt securities and bonds
- Units in collective investment schemes
- Derivatives and structured products.

The purpose of this document is to provide the clients of Wealth Management unit of the Bank who receive financial services under FinSA as described below (hereafter the “Client”) with the necessary information as required by FinSA in order to increase transparency throughout the investment cycle.

Information on Banque de Commerce et de Placements SA

Founded in 1963, the Bank has a banking licence and provides the following financial services: asset management, investment advice, execution of orders on financial instruments, granting of loans for executing transactions on financial instruments with leverage.

The Bank is subject to supervision by FINMA in accordance with the Law on the Swiss Financial Market Supervisory Authority (LFINMA), whose contact details are: Swiss Financial Market Supervisory Authority, Laupenstrasse 27, CH-3003 Bern, tel: +41 (0) 31 327 91 00.

BCP is registered as a private limited company under Swiss law in the Commercial Register of the Canton of Geneva.

Its contact details are:

Rue de la Fontaine 1,

1211 Geneva

PO Box 3069

Tel : +41 (0) 58 909 19 19

Information on financial services

The Bank provides various types of financial services subject to FinSA:

Discretionary Management Mandate: on the basis of a discretionary management mandate, the client entrusts the Bank with the management of his/her/its assets. The Bank thus exercises the mandate at its own discretion within the framework of its investment policy, but in accordance with the client’s portfolio investment profile. For this type of mandate, it is the Bank that takes the investment decisions. Throughout the entire term of the mandate, the Bank checks that the investment objectives chosen by the client also corresponds to the risk level of the client's portfolio.

Investment advice:

- a) **Global Advisory Mandate:** the Bank provides this service as part of an investment advisory mandate taking into account the client's entire portfolio. The main characteristic of this mandate is that while the client retains the final decision and responsibility to invest, the client benefits from the Bank's proactive investment advice on both the individual transactions contemplated as well on the asset allocation and currency repartition of the advisory portfolio. The Bank verifies both the appropriateness and suitability of the investment recommendations. Throughout the entire term of the mandate, the Bank checks that the investment objectives chosen by the client also corresponds to the risk level of the client's portfolio.
- b) **Transaction Advisory Mandate:** the Bank provides this service as part of an investment advisory mandate without taking into account the client's entire portfolio. The main characteristic of this mandate is that while the client retains the final decision and responsibility to invest, the client benefits from the Bank's proactive investment advice regarding each individual transaction contemplated and each individual financial instrument placed in the portfolio. The Bank verifies the appropriateness of the recommended transaction(s).
- c) **Limited Advisory Mandate:** the Bank provides this service as part of an investment advisory mandate without taking into account the client's entire portfolio. The main characteristic of this mandate is that the Bank will only make its investment recommendations upon client request. The client makes the final investment decision. The Bank verifies the appropriateness of the recommended transaction(s).

Transmission and execution of orders (i.e. execution-only): the client places an order to buy or sell a financial instrument and the Bank executes it either directly (purchase or sale of financial instruments) or through another financial institution (receipt and transmission of orders relating to financial instruments). The Bank does not make personalised recommendations, the client alone makes the investment decision without any advice from the Bank. The Bank does not verify the appropriateness or suitability of the transaction.

Granting loans for the execution of transactions in financial instruments (e.g. leverage investing): the Bank grants a loan for the execution of transactions in financial instruments and the portfolio is used as collateral for the loan granted. Where a client wishes to use a Lombard loan for leverage investing, the client advisor will review the risk level of the client's portfolio accordingly.

Information on client classification

According to FinSA, the Client must be classified into one of three possible categories: private, professional or institutional clients. The client classification dictates the level of investor protection to be applied by the Bank.

The Bank has classified all clients who are individuals as private clients. Individuals will be provided with the **"Classification under FinSA (individuals)" form**, informing them of their classification as private clients.

The Bank will classify all legal entities into one of the three possible client categories mentioned above based on the **"Classification under FinSA (legal entities)" form**.

Under FinSA, clients are entitled to change categories upon written request, provided they meet certain conditions. A change of the client classification results in changes in the product offering and investor protection at the same time.

Individuals classified by the Bank as private clients, dependent on their volume of financial assets and his/her knowledge or experience, can declare to be treated as a professional client (opting out) by completing the relevant section in the **"Classification under FinSA (individuals)" form**.

Legal entities will be provided with the **"Classification under FinSA (legal entities)" form**. In order to change client category, legal entities must comply with certain conditions and elect to opt- out towards a less protective client category or opt-in to a more protective client category in the declaration included within the form.

Information on costs

Prior to the provision of financial services, the Bank informs its clients of both the one-off and ongoing costs associated with the financial services it provides. This information is made available prior to the provision of financial service by the Bank to the Client via the **Schedule of Fees** (as may be modified as from time to time by the Bank).

Information on risks

Transactions with financial instruments are associated with opportunities and risks. It is therefore important that clients are familiar with and understand these risks before using a financial service. To this end, the Bank informs the Client of the risks associated with financial instruments. **The brochure "Risks Involved in Trading Financial Instruments"** from the Swiss Bankers Association is available on the Bank's website.

Further information regarding risks can also be found in instrument specific documents such as the KID or prospectus.

Information on financial instruments

Key Information Document (KID)

Private clients are provided with a KID for each personal recommendation to buy financial instruments (investment advice), unless there is no obligation under Swiss regulation to produce a KID for the financial instrument recommended to the client or unless it is not available and cannot be found with reasonable effort. This also applies to the execution of orders if the document in question is already available.

The KID contains information on the characteristics of the product as well as on its risks and costs and makes it possible to compare different financial instruments with similar content and format.

Prospectus

Upon request, a prospectus on a permanent data carrier shall be made available to private clients for each personal recommendation to buy financial instruments (investment advice), if the prospectus is required to be produced under the Swiss regulations for the advised financial instrument.

Where required, the issuer is responsible for the publication of the prospectus as part of a public offer or a request for admission to trading on a trading platform. This document contains information on:

- the issuer and on the guarantor or collateral provider;
- securities offered to the public or intended for trading on a trading venue, including the rights, obligations and risks involved for investors;
- the offer, including the distribution method and the estimated net proceeds of the issue.

Information on the market offer taken into consideration

The market offer taken into consideration by the Bank when selecting financial instruments includes its own financial instruments and third-party financial instruments. While some financial instruments may be the Bank's own financial instruments, the Bank has taken appropriate measures to address potential conflicts of interest and confirms the independence of the market offer taken into consideration.

Rendering of account

Upon Client request, and within 10 working days, the Bank will render account to the Client about the financial services provided. This includes information on the financial services agreed and provided; the composition, valuation and development of the portfolio; and the actual costs associated with the financial services.

Conflicts of interest

Conflicts of interest may occur when business interests are contrary to one another. If not mitigated, they may result in a financial disadvantage for the Client. The following is a non-exhaustive list of situations in which conflicts of interest may occur in connection with:

- the Bank's own (revenue) interest in selling and trading financial instruments, including instruments issued by an affiliated entity;
- the receipt of compensation from third parties (the **Third-party Compensation Disclosure** in the Annex contains detailed information, in particular on the amount of monetary benefits expressed as a percentage range for various categories of financial instruments. Upon written request, the Bank will provide the Client with the amounts of benefits actually received. Further information on indirect benefits and retrocessions received by the Bank is available on written request);
- performance-based compensation of employees (where applicable and permitted);
- relationships (e.g. service, collaboration, or revenue-sharing agreements) that the Bank may have with issuers of financial instruments that are offered or recommended to the Client.

The measures taken by the Bank to deal with conflicts of interest follow the principles set out below:

- the Bank strives to identify potential conflicts of interest as early as possible and to avoid their occurrence by taking appropriate measures.
- if a conflict of interest cannot be avoided, the Bank is concerned to minimize the associated risks and to rule out any disadvantage to the Client's interests. In doing so, Client's interests are prioritized over the interests of the Bank and its employees, and clients' interests are treated equally among themselves.
- if a conflict of interest cannot be avoided and the measures taken to manage the conflict are not sufficient to safeguard the Client's interests, the Client shall be informed of the conflict of interest (disclosure).

Best execution

Best execution is the obligation to take all necessary steps to obtain the best possible result for clients on a consistent basis in terms of price, quality and speed. Upon Client's request, the Bank will furnish proof of best execution. The Bank has implemented a "Best Execution and Selection Policy", through which it defines its best execution principles and arrangements. This information is also available on the Bank's website.

Suitability and appropriateness test

Appropriateness

Before the Bank provides investment advice to a private client, the Bank assesses whether the client is in a position to understand the risks associated with the financial instrument. For this purpose, it is necessary for the Bank to obtain relevant information about the client's knowledge and experience in investment matters ("Knowledge and Experience").

In case the Client has authorized a person to act on his/her behalf, the Bank will assess such authorized person's Knowledge and Experience.

In the case of professional clients and institutional clients, the Bank assumes that they have the necessary Knowledge and Experience associated with the recommended financial instrument and service.

For this reason, it is important that the Client or the person acting on behalf of the Client completes and signs the "Assessment of Knowledge and Experience" questionnaire.

Suitability

When providing Global Advisory Mandate or Discretionary Management Mandate, the Bank must check the suitability of the investments made in relation to the client's financial situation and investment objectives. To this end, the Bank requests specific information about the client's circumstances.

For this reason, it is important to provide the Bank with a completed and signed "Portfolio Investment Profile" questionnaire.

In the case of professional clients, the Bank assumes that their financial situation allows them to bear the investment risks associated with the financial service.

In the Bank's view, suitable services are those that:

- are in line with the Client's investment objectives;
- involve a level of investment risk that the Client is able to bear financially;
- involve only risks that the Client is able to understand on the basis of the Knowledge and Experience.

The Bank will rely on the information provided by the Client (or the person who is authorized by the Client) and it is important to immediately inform the Bank of any change in circumstances which may require amendments or updates.

The Bank hereby informs the Client that it will not assess the appropriateness or suitability of the transaction to Client's situation where the Bank is merely executing or transmitting orders and does not provide investment advice, i.e. execution only.

If the information received from the Client by the Bank is insufficient for assessing the appropriateness or suitability of a financial instrument, it shall inform the Client before providing the service that it cannot perform this assessment.

If the Bank is of the opinion that a financial instrument is not appropriate or suitable for the Client, it shall advise against it before providing it.

Information on the possibility of initiating a mediation procedure

If you are dissatisfied with the financial services provided by the Bank, please contact your client adviser or call us on +41 (0)58 909 19 19.

If, however, we are unable to find an amicable solution, you can contact the Swiss Banking Ombudsman, who is the mediator responsible for the Bank.

The mediator only intervenes after the client has submitted a complaint to the Bank and no agreement has been reached.

[Swiss Banking Ombudsman](#)

Bahnhofplatz 9 - P.O. Box

8021 Zurich

Tel: +41 (0)21 311 29 83 (French / Italian)

Tel: +41 (0)43 266 14 14 (German / English)

IMPORTANT INFORMATION

This FinSA – Information to Client was created exclusively for clients of Banque de Commerce et de Placements SA.

Although it has been thoroughly checked, the Bank does not accept any liability for the adequacy accuracy, completeness, or correctness of the content of this document as, in particular, specific details may have changed following its publication.

The General Terms and Conditions of the Bank and/or any other agreement concluded between the Client and the Bank always apply.

This document is provided for information and regulatory purposes only and should not be considered as marketing material. It is not a solicitation or an offer for a financial service, or a recommendation to buy or sell any financial instrument.

The Bank reserves the right to amend this information at any time and by any means it deems appropriate, including updating it on its website.

ANNEX: Third-Party Compensation Disclosure

1. Background

Banque de Commerce et de Placement (“the Bank”) offers to its clients a wide range of financial instruments. For that purpose, the Bank has put in place the needed resources allowing the identification, analysis and follow-up of financial instruments worldwide. In that context, the Bank may enter into all kinds of agreements including distributions agreements with providers of collective investments schemes, structured products and other investment products, including with related entities.

The Bank receives, in connection with these agreements, distribution fees and other monetary and non-monetary benefits (hereafter “indirect benefits and retrocessions”). Indirect benefits and retrocessions also include in particular (but not limited to) brokerage fees and other commissions, provisions, discounts or other financial benefits. These indirect benefits and retrocessions vary from one product to another depending on the underlying assets and generally amount to a maximum of 3% of assets under management.

The purpose of the Third-Party Compensation Disclosure is to provide clients with information on the type and scope of indirect benefits and retrocessions received from third parties in connexion with the provision of financial services as well as the calculation parameters.

2. Type and scope of the compensation received from third parties

The types of the compensation described below are illustrative and may not cover all scenarios where the Bank may receive (or anticipate receiving) the compensation from third parties.

In the case of collective investment schemes, the distribution fee is an integral part of the management fee outlined in the fund regulations/prospectus or in any other document relating to the product. The distribution fee does not constitute an additional charge for the Client. As a rule, the distribution fee is a percentage of the management fee. It also depends on the volume generated - the greater the volume generated in the products, the higher the percentage of the distribution fee. In other words, the distribution fee paid is based on the total cumulative volume of all the Bank's clients.

For structured products, the distribution fee is generally paid in the form of a commission, a discount on the issue price or a reimbursement of part of the issue price.

Certain providers and/or issuers of financial instruments offer non-financial benefits to the Bank, in particular in the form of free financial analyses and other sales support activities.

3. Calculation parameters

The level of retrocessions and indirect benefits paid to the Bank varies according to the type of product and is within the range indicated below (calculated as a percentage of the annual assets under management), which corresponds to the minimum and maximum compensation. If the distribution fee is granted in the form of a discount on the issue price or a reimbursement of part of the issue price, the fee amount is calculated on the basis of the duration of the product. In the event of early redemption, the Bank is entitled to retain the entire compensation. The Bank may receive the full annual compensation even if the period does not cover a full year.

Assets Class	Indirect benefits
Money market funds	0.0% to 1.0%
Fixed income funds	0.0% to 2.0%
Equity funds	0.0% to 2.5%
Alternative investments funds	0.0% to 3.0%
Structured products	0.0% to 3.0%

Upon written request, the Bank will provide the Client with the information regarding the amounts of benefits actually received, in accordance with the Bank's practice in this regard.

4. Client consent to waiver

According to the General Conditions of the Bank, the Client agreed that benefits received from third parties belong to the Bank.

Further, the Client who has signed an advisory or discretionary management mandate with the Bank has agreed that such retrocessions and indirect benefits are retained by the Bank, in addition to any other fees and margins due by the Client for the services provided by the Bank. The Client acknowledges to waive, to the

extent necessary, any right it may have to receive such compensation under article 400 of the Swiss Code of Obligations, or any other applicable statutory or regulatory provision.

5. Conflicts of interest

Receiving such retrocessions and indirect benefits from third parties may create conflicts of interest. In order to avoid potential conflicts of interest, the Bank ensures that investment decisions made on behalf of its clients are independent of any indirect benefits or retrocessions linked to the investment or custody of the products offered. In particular, the collective investment schemes and financial instruments recommended by the Bank are selected on the basis of qualitative criteria and not on the basis of possible compensation. Further, the Bank, takes appropriate measures to safeguard the interest of the Client and minimize any potential inconvenience they may produce for the clients.

6. Regular updating

The Bank reserves the right to amend this Third-Party Compensation Disclosure at any time and by any means it deems appropriate, including updating it on its website.