

CONFLICT OF INTEREST POLICY

FOR

NUOM STRESSED ASSETS OPPORTUNITIES FUND

(Alternative Investment Fund – CAT II)

BY

NUOM SERVICES LLP

INVESTMENT MANAGER TO THE FUND

Policy Version Details	Date of Implementation
Conflict of Interest Policy V1	15.07.2024

CONFLICT OF INTEREST POLICY

1. PREAMBLE

NuOm Services LLP (“**NuOm**”/ “**LLP**”) acts as an investment manager to alternative investment fund – NuOm Alternative Investment Trust and also provides investment advisory and distribution services. The alternative investment funds managed and/or sponsored by LLP shall hereinafter referred to as the “**Fund**”.

The LLP has been incorporated to carry on financial business activities as investment advisors, investment managers, financial consultants, management consultants, representative or nominee of or any investment funds, private equity funds, debt funds, venture capital funds, alternative investment funds, hedge funds, collective investment schemes, taxable or tax exempt funds, trusts, pooled investment vehicles, special purpose vehicles, or any other similar vehicles or any other portfolio of securities, to render all other financial services as are usually rendered by investment advisers, investment managers, financial consultants and management consultants.

2. OBJECTIVE OF THE POLICY

2.1 Given the presence of Funds in diverse sectors, it is possible that the investment strategy or the target investment of one vertical or the Fund may lead to a conflict situation with another Fund or with investment advisory/distribution vertical within the NuOm umbrella. Therefore, it is essential to identify and manage conflicts of interest and ensure that the interest of the investors is placed before the interest of the entity.

2.2 This Policy, among other aspects, briefly identifies possible situations where conflict of interest may arise and broad procedure put in place by LLP to mitigate such conflict of interest if such situation arises.

3. EFFECTIVE DATE

This Policy shall be effective from July 15, 2024 and shall be amended by the Partners of the LLP from time to time, as may be required.

4. OBLIGATIONS OF THE INVESTMENT MANAGER

As part of its fiduciary duty towards the Fund and as an Investment Advisor/ Manager, the LLP is committed to:

- 4.1 maintaining high standards of integrity while conducting its business (arm’s length basis), ensuring equitable treatment of all its investors and preventing any form of discrimination amongst them;
- 4.2 upholding the interest of the Funds and the investors at all times while imparting advice, making investment decisions and undertaking transactions;
- 4.3 ensuring that the personal interest of the LLP and its employees do not, at any time, contradict or conflict with its duty towards the Fund and/or advises offered to the clients;

4.4 disclosing, to the best of its knowledge, all possible matters and areas to the investors where there may be a potential conflict of interest that would impair its ability to render fair, objective and unbiased services; however, any activity conducted in the ordinary course of business and at arms-length will not be considered to be a conflicted activity or transaction.

4.5 abide by high level principles on avoidance of conflicts of interest while dealing with its affiliates and subsidiaries; and

4.6 not in any way contributing to the manipulation of the demand for or supply of securities in the market or influencing prices of securities.

4.7 The LLP shall –

- a. Address all the Investor Complaints;
- b. Provide to the Board any information sought by the Board;
- c. Maintain all records as per regulatory requirements;
- d. Take measures to address situations of Conflict-of-Interest as per regulatory requirements;
- e. Ensure transparency and disclosures as per the regulatory requirements

5. ROLES OF THE INVESTMENT COMMITTEE WHEREVER THE LLP IS ACTING AS AN INVESTMENT MANAGER TO THE FUNDS

The LLP and the Members of the Investment Committee, in their functioning, will:

5.1 act in the best interest of the Funds;

5.2 act independently of their respective affiliates;

5.3 act on an arms-length basis;

5.4 abide by the Code of Conduct as laid down in the AIF Regulations; and

5.5 ensure confidentiality of information and share information within the organization keeping in mind the confidentiality obligations.

6. ROLE OF THE PARTNERS, MANAGEMENT AND KEY OFFICERS

The partners and the management of the LLP will ensure that this Policy is implemented and there is transparency in dealings with respect to mandates wherein the LLP is acting as an Investment Manager and that the disclosures are made appropriately.

The Key Officers of the LLP (specified in the respective Fund documents) will devote their reasonable necessary business time to the Fund/(s). The LLP will make best efforts to provide on a priority basis, management resources for the business affairs of each Fund. Further, the management team of the LLP will source transactions solely for the benefit of the Fund/(s) as per the investment objective, strategy, investment guidelines and investment policies of the Fund.

7. IDENTIFYING CONFLICTED TRANSACTIONS

Conflict of Interest arise in situations where two or more interests are present and which compete or conflict. Such conflicts can arise between different funds/departments and in relation to employees/IC Members/Partners' personal interests. It may arise in any area of business in the course of providing services to a varied number of clients. These conflicts may arise as the LLP acts in various capacities and may be involved in a broad range of business activities with different customers. The LLP has identified certain areas where a

potential conflict of interest may arise and possible approach and action plan to monitor and manage these conflicts, as outlined below:

7.1 The Fund(s) may invest in projects or entities where interested parties, or entities that are wholly or largely owned by the interested parties and/or their affiliates, have pre-existing relationships with the targeted investee entities or provide services to them. The Fund(s) may also buy investments from, sell investments to, or engage in commercial transactions with these interested parties.

7.2 Interested parties may face conflicts of interest when allocating investment opportunities among the Fund and any sub-funds they manage. Investment opportunities identified by the LLP could be suitable for the Fund or one or more of its sub-funds. The LLP will address such conflicts in a reasonable way, taking into account factors such as the investment objectives, strategies, guidelines, and policies of each Fund, the un-invested capital of each Fund, the level of diversification, and how similar conflicts were resolved previously.

7.3 Each Fund's documentation may include specific clauses addressing conflicts of interest between other funds and interested parties. These clauses will take precedence over any decisions made by the Designated Partners.

7.4 The LLP may engage in transactions where it purchases investments from or sells investments to interested parties. In such situations, conflicts of interest may arise when determining the price and terms of the transaction. Additionally, interested parties and their personnel may possess information about the Fund's investment policies and strategy, which could give them an advantage in such transactions.

8. MECHANISMS TO MITIGATE CONFLICT OF INTEREST

When the LLP acts as an investment manager to alternative investment funds or as an investment advisor to clients, it must adhere to the following guidelines:

8.1 Employees must comply with the LLP's Trading Code to prevent insider trading, in accordance with SEBI (Prohibition of Insider Trading) Regulations.

8.2 The LLP will establish a policy to manage conflicts of interest related to giving or receiving gifts. The policy will ensure that no gifts interfere with the LLP's ability to fulfil its responsibilities towards the Funds.

8.3 The LLP will ensure that personal relationships do not interfere with its ability to carry out duties towards investors.

8.4 The LLP may consider pre-existing relationships of interested parties with potential portfolio companies when deciding whether to pursue investments or take other actions.

8.5 Each fund vertical will operate independently, focusing on the best interests of their respective Fund.

8.6 The LLP has implemented conflict clearance procedures to manage actual or potential conflicts of interest.

8.7 When a potential conflict is identified, the LLP must ensure adequate disclosure is provided so

that informed decisions can be made regarding the investment in question.

8.8 The Fund, LLP, and its representatives or employees will not accept any form of compensation from interested parties or their affiliates to influence any investment decision.

8.9 Any activity conducted in the ordinary course of business and on an arm's length basis will not be considered a conflict of interest or a conflicted transaction.

9. DISCLOSURE TO THE DESIGNATED PARTNERS / INVESTMENT COMMITTEE

9.1 All identified conflicts, along with proposed mitigation measures, will be disclosed to the Designated Partners, Investment Committee, or an officer designated by the Designated Partners for their approval. The Designated Partner's or designated officer's response will be communicated to the relevant team members and included in the investment/discussion notes prepared for reviewing such potential investments, and these will be properly recorded in the minutes.

9.2 In certain situation involving conflicts of interest, the LLP will act in good faith and prioritize the best interests of the Funds, Schemes, or Clients. The LLP will take appropriate actions to manage such conflicts of interest to the greatest extent possible.

10. ENFORCEMENT AND REVIEW OF THE POLICY

The enforcement of this policy shall be the responsibility of the LLP and will review this Policy on annual basis or earlier, if required, in light of change in regulatory compliance and business reasons.

SCHEDULE 1

1. The LLP and all its associates must always maintain high standards of integrity in conducting their business.
2. The LLP must ensure fair treatment of all clients without discrimination.
3. Employees must ensure that their personal interests never conflict with their duties to clients, and the clients' interests must always take priority in any advice, investment decisions, or transactions.
4. The LLP will appropriately disclose to clients any potential sources or areas of conflict of interest that may impair its ability to provide fair, objective, and unbiased services.
5. The LLP will strive to reduce opportunities for conflicts by implementing measures such as information barriers to block or restrict the flow of information between departments or units.
6. The LLP will impose appropriate restrictions on transactions in securities when handling a client's mandate to avoid conflicts of interest related to those securities.
7. Neither the LLP nor its associates will deal in securities when in possession of material, non-public information.
8. Employees are prohibited from communicating material non-public information when dealing in securities on behalf of others.
9. The LLP will not engage in any activities that manipulate the demand, supply, or price of securities in the market.
10. The LLP will not implement incentive structures that encourage the sale of products that do not align with the risk profiles of its clients in its advisory business.
11. Employees must not use information received from clients or information obtained through their dealings for personal gain.
12. The LLP will adopt ad-hoc, transaction-specific Chinese Walls or other information segregation methods, based on the facts available to management.
13. At a minimum, the LLP has established arrangements to ensure that:
 - a. Different divisions within the LLP operate independently from each other;
 - b. Effective procedures are in place to control the flow of information to mitigate the risk of conflicts of interest that could harm client interests;
 - c. Inter- and intra-divisional escalation processes are established and followed;
 - d. Where necessary, designated individuals may be required to step aside from a particular transaction or from managing a potential conflict of interest;
 - e. Where required, designated individuals must adhere to the Employee Share Dealing Code; and
 - f. The adequacy of internal controls is periodically reviewed.