

# EMEA Policy: Conflicts of Interest

Supplemental to the Corporate Policy: Conflicts of Interest and Outside Activities Policy

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## Purpose

[Wells Fargo EMEA](#) and its [team members](#) may encounter actual, potential or perceived conflicts of interest during the normal course of business. In line with Wells Fargo's Corporate Conflicts of Interest and Outside Business Activities Policy, it is essential that Wells Fargo EMEA is able to identify and manage such conflicts of interest fairly and appropriately, including preventing a conflict of interest from adversely affecting the interests of its clients.

In addition to identifying, preventing and managing conflicts of interest that may arise between Wells Fargo EMEA and its clients, team members must also avoid conflicts of interest or the appearance of conflicts of interest between their personal, outside business and investment activities, and the performance of their duties on behalf of Wells Fargo EMEA.

The failure to identify and appropriately manage actual, potential or perceived conflicts of interest in compliance with applicable laws and regulations could result in fines and damages imposed against Wells Fargo EMEA, in addition to damaging [Wells Fargo's](#) reputation.

This Policy sets out a framework designed to ensure that:

- appropriate steps are taken by Wells Fargo EMEA to identify and manage actual, potential and perceived conflicts of interest that may arise in the course of Wells Fargo EMEA conducting its business;
- effective organisational and administrative arrangements are maintained and operated by Wells Fargo EMEA to prevent such conflicts of interest; and
- all team members of Wells Fargo EMEA comply with:
  - Wells Fargo's Conflicts of Interest and Outside Business Activities Policy – as applicable to the management of conflicts of interest; and
  - other policies and procedures relevant to the management of conflicts of interest

## Areas Primarily Affected

This Policy applies to all team members of Wells Fargo EMEA - see [Appendix 1](#) for definition.

## Definitions

A "Conflict of Interest" is defined as:

- An **actual** conflict of interest: a personal conflict of interest or a business conflict of interest which has actually arisen.
- A **potential** conflict of interest: a scenario in which a conflict of interest has not yet occurred but that could occur in certain circumstances in the future.
- A **perceived** conflict of interest: a situation in which a reasonable person, with knowledge of the relevant facts, would question the impartiality of the individual/corporate entity in the matter being considered.

For the meaning of "**Conflicts of Interest Manager**", "**Connected/Related Person**", "**Client**", "**Self-Dealing**", "**Team Members**", "**Third Party Service Providers**", "**Wells Fargo**" and "**Wells Fargo EMEA**" that appear throughout the text of this Policy, please see [Appendix 1](#).

## Types of conflicts

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Conflicts of interest may arise between any of the following:

- Wells Fargo and a client;
- a team member and one or more clients;
- two or more clients in the context of the provision of products and services by Wells Fargo to those clients;
- a team member and Wells Fargo;
- a team member and another team member;
- individual Wells Fargo entities;
- a third party representative and Wells Fargo; and
- Wells Fargo and a Third Party Service Provider.

Conflicts of interest can be categorized as a personal conflict of interest, a business conflict of interest or a Fiduciary and investment conflict of interest.

### Personal conflicts of interest

A personal conflict of interest is a situation in which a team member's or a Connected/Related Person's personal finances, investments, current or past<sup>1</sup> relationships (including personal and professional relationships), or outside activities may potentially affect the team member's ability to perform his or her duties or obligations to Wells Fargo responsibly and objectively, or to act in the best interest of Wells Fargo and its clients. This may include, amongst others:

- the creation of an unfair advantage or the provision of an improper benefit for the team member (or a [Connected/Related Person](#)), as a result of the team member's position with Wells Fargo;
- a personal financial gain or the avoidance of a financial loss based on access to or use of confidential information (including material non-public information);
- the team member being put in a position which may require a choice between his or her personal interests and Wells Fargo's interests or the interests of a client; and
- encroachment on the time that a team member should devote to Wells Fargo work, or misuse of Wells Fargo's resources or influence.

To identify whether a personal conflict has arisen, a team member must ask the following questions:

- *Does the decision that has been taken or will be taken provide the best outcome for Wells Fargo and/or its clients or does it benefit the team member personally or a Connected/Related Person of the team member?*
- *Would an objective party considering the situation think that it was made ethically and in the best interests of Wells Fargo and its clients?*

### Business conflicts of interest

A business conflict of interest is a situation which may include, amongst others, the following:

- Wells Fargo is likely to realise a financial gain or other incentive, or avoid a financial loss, which adversely affects the interests of a client;
- Wells Fargo or a team member has an interest in the outcome of a service provided to a client or of a transaction carried out on behalf of a client, which is distinct from the client's interest in that outcome;
- where the interests of one client are, or may be, contrary to the interests of another client;
- Wells Fargo or a team member has a financial or other incentive to favour the interest of a particular client or group of clients over the interests of another client or group of clients;
- Wells Fargo offers a service to a client and in relation to that service receives something of value (i.e. a monetary or non-monetary benefit or service) from a third party other than the contracted commission or fee usually charged for that type of service; and
- Wells Fargo or a team member carries on the similar business as the client.

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<sup>1</sup> While there is no specific timeframe for when a past personal or professional relationship ceases to be a source of conflict of interest, team members should give particular consideration to any past personal or professional relationships within a five year period.

To identify whether a business conflict has arisen, a team member must ask the following questions:

- *Does the decision that has been taken or will be taken provide the best outcome for the relevant client or group of clients?*
- *Does the decision benefit one client over another client?*
- *Would an objective party considering the situation think that it was made ethically and in the best interests of Wells Fargo's clients?*

As Wells Fargo is a multi-services financial institution, conflicts of interest may arise in a variety of situations. [Appendix 2](#) contains a non-exhaustive list of examples of conflicts of interest and areas prone to conflicts of interest.

## **Fiduciary and investment conflicts of interest**

A fiduciary and investment conflict of interest includes situations where Wells Fargo serves in a fiduciary capacity, executes fiduciary duties or responsibilities, functions as a broker under a suitability standard, or acts in an agency capacity pursuant to a contractual agreement to provide services, and when Wells Fargo's ability to act in the best interests of the customer may be influenced by factors or circumstances other than the interests of the customer.

## **Team Members Responsibilities**

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### **Generally**

Team members are responsible for identifying and managing conflicts of interest on an ongoing basis. Accordingly, team members are required to:

- comply with this Policy as well as all other applicable policies and procedures
- act with integrity and exercise good judgement in line with Wells Fargo's Vision, Values & Goals and Code of Ethics and Business Conduct;
- avoid situations giving rise to conflicts of interest or the perception of a conflict of interest wherever possible and not allow:
  - a personal or financial interest or relationship(s);
  - previous, current or potential future involvement in an activity or endeavor; or
  - different roles and responsibilities at Wells Fargo to compromise or otherwise call into question their judgement, ability to perform their respective duties or obligations to Wells Fargo responsibly and objectively, or to act in the best interests of Wells Fargo, or otherwise give rise to the risk of reputational damage to Wells Fargo;
- immediately notify their Line Manager and/or relevant Advisory Compliance Officer of the existence and nature of a conflict of interest;
- not be in a supervisory, subordinate or control relationship (having influence over conditions of employment) with [Connected/Related Persons](#);
- not misuse information obtained in the ordinary course of discharging their duties as a Wells Fargo team member, including in connection with dealing in securities; and
- manage work-related information on the basis of the "Need-to-Know" principle, respecting [Information Barriers](#) and duties of confidentiality at all times.

### **Team members acting in a supervisory capacity**

Team members that act in a supervisory capacity (e.g. Line of Business Heads, Conflicts of Interest Managers) are additionally required to:

- promote an appropriate culture which emphasises the importance of ethical treatment of clients and the fair handling of conflicts of interest;
- be engaged in the implementation of policies, procedures and arrangements for the identification, documentation, escalation, management and ongoing monitoring of conflicts of interest, and ensure their areas are aware of those policies, procedures, arrangements and pre-clearance requirements;
- raise awareness and ensure that team members complete regular training in relation to conflicts of interest;
- actively seek to identify, document and mitigate conflicts of interest in their area of responsibility, including in connection with any current or planned activities;
- assess any conflicts of interest reported to them to determine if a conflict of interest exists;

- determine, after consulting the relevant Advisory Compliance Officer and other control functions as required, the best course of action to resolve, manage or avoid the conflict of interest, including further escalation to a higher management authority where necessary, or the withdrawal (whether temporary or permanent) of oversight of a given matter or activity from the team member concerned; and
- review on an annual basis, or more regularly if required, any reported conflicts of interest to ensure these are being managed in accordance with any agreed resolution (see Conflicts of Interest Register for further information).

### **Board directors and members of governance committees**

Board directors and members of governance committees are additionally required to:

- declare, at the commencement of their respective board/governance meetings, any personal conflicts of interest that they have identified in relation to their respective board and/or committee, and, if the Board Chair/Committee Head so determines, recuse themselves from the decision-making process and not seek to influence such decisions any further;
- refrain from any action that might be detrimental to the relevant Wells Fargo entity for which they are a Board/Committee Member;
- refrain from any business transaction with the relevant Wells Fargo entity's line of business for their own account or for the account of others, nor be a general partner of a partnership or member of the management or supervisory board of another company in the same line of business, without seeking pre-clearance from the EMEA Control Group and other relevant compliance functions and/or higher management authorities as required; and
- consider conflicts of interest when determining the composition of the committee, taking into account the committee's roles and responsibilities.

## **Preventing and/or Managing Conflicts of Interest**

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The framework by which Wells Fargo EMEA identifies, prevents and/or manages conflicts of interest pursuant to this Policy comprises a requirement for all team members to comply with other associated policies and procedures, as set out in [Appendix 2](#). A summary of the key requirements, taken from these associated policies and procedures, is set out below under the main type of conflict to which they apply personal and business conflicts of interests.

### **Personal Conflicts of Interest**

#### **Personal Account Dealing**

A conflict of interest may arise by virtue of the personal trading activities of team members ("**Personal Account Dealing**"). Pursuant to the Wells Fargo EMEA Personal Account Dealing Policy, all in-scope team members must disclose and obtain approval for personal trading accounts and obtain pre-clearance for specific trading activity. The approval (or rejection) of a trade request is based on consideration of Wells Fargo group-wide activities and engagement with its clients in order to identify and thereby manage or prevent any conflicts of interest.

#### **Outside Business Activities**

Team members are required to be alert as to any outside activity that, if undertaken by them, could give rise to a conflict of interest with the interests of Wells Fargo or its clients. Pursuant to the Wells Fargo EMEA Outside Business Activities Policy, all in-scope team members are required to disclose their existing Outside Business Activities (on joining Wells Fargo) to the EMEA Control Group, and seek pre-clearance from the EMEA Control Group prior to taking up relevant Outside Business Activities during their employment with Wells Fargo.

The EMEA Control Group will liaise with the relevant Ethics Oversight team before notifying the team members as to whether or not pre-clearance is granted in relation to the outside activity for which clearance is being sought.

Wells Fargo Asset Management ("**WFAM**") team members are required to comply with the WFAM Code of Ethics and disclose existing Outside Business Activities to the US Code of Ethics team (on joining Wells Fargo) and seek pre-clearance from that team prior to taking up relevant Outside Business Activities during their employment with Wells Fargo.

The approval (or rejection) of an Outside Business Activity request is based on consideration of Wells Fargo group-wide activities and engagement with its clients in order to identify and thereby manage or prevent any conflicts of interest.

### **Gifts, Entertainment, Charitable contributions and anything of value**

A conflict of interest may arise where a team member receives or offers a gift, entertainment, a charitable contribution or anything of value that constitutes an inappropriate incentive or inducement for a team member, Third Party Service Provider, or client to act in a certain way. Acceptance of gifts, entertainment or anything of value by team members is not permitted unless they are reasonable, proportionate and for a legitimate business purpose.

Team members are prohibited from offering, giving, providing, demanding, or receiving gifts, entertainment, or other things of value as an improper means of obtaining, retaining, or awarding business or securing or conferring an advantage.

All in-scope team members must obtain pre-clearance for gifts, entertainment, charitable contributions and anything of value in accordance with the EMEA Gifts and Entertainment Procedures. WFAM team members must follow the procedures set out in the WFAM Code of Ethics. Preclearance will not be provided in situations where they give rise to a conflict of interest or a potential conflict of interest that cannot be sufficiently mitigated on a case by case basis.

### **Personal Relationships**

Team members are expected to exercise good judgment in their relationships with all team members and non-employees.

Team members are **prohibited** from:

- taking part in any Wells Fargo business selection, evaluation, or payment decision involving a Connected or Related Person; exerting undue influence in an existing personal relationship to influence the outcome of a business transaction or process to derive a benefit to Wells Fargo, the team member, or others with whom the team member has a personal relationship;
- engaging in self-dealing or otherwise using the team member's position with Wells Fargo to accept or solicit any personal benefit from a client or Third Party Service Provider not generally made available to other people (see the EMEA Gifts and Entertainments Procedures on giving and receiving gifts and entertainment with clients, third-party service providers, and U.S. government officials, and the EMEA Anti-Bribery and Corruption Procedures for guidance on providing things of value to non-U.S. government officials, and WFAM Code of Ethics for WFAM team members); and
- favouring anyone in Wells Fargo business dealings because of their personal relationship with a team member. Business dealings must be made on objective criteria, such as price, service, and so forth.

## **Business Conflicts of Interest**

### **Transactional Conflict Clearance**

In order for Wells Fargo to be in a position to identify actual or potential conflicts of interest, transactions involving clients are logged internally and reviewed and assessed against existing Wells Fargo relationships and transactions.

Where required under the Wholesale Transactional Conflicts Office Procedure, team members must log potential business opportunities at the earliest possible time and prior to signing a confidentiality letter or mandate, receiving any material non-public information ("**MNPI**") or making a commitment, oral or written, to act for a client.

Actual or potential conflicts of interest will be escalated to the relevant Senior Management and/or relevant Advisory Compliance officers or the EMEA Control Group where the Wholesale Transactional Conflicts Office ("WTCO") is unable to bilaterally agree appropriate controls to manage the situation. Senior Management and Advisory Compliance or the EMEA Control Group will work together on a conflict resolution which may include but is not limited to:

- additional controls and surveillance requirements;
- clear disclosure of potential conflict of interest to the client(s) and written consent; and

- declining to act on behalf of the client where Wells Fargo is unable to manage the conflict of interest.

### **Best Execution**

Wells Fargo requires team members to act honestly, fairly and professionally in accordance with the best interests of a client, including when executing, receiving or transmitting orders on behalf of a client. Policies and procedures are in place to protect a client's interest, which prohibit improper conduct by team members, such as front-running client orders, and stipulate that client orders must take priority over principal trading.

### **Information Barriers/Control of Information**

Wells Fargo respects the confidentiality of information it receives about its clients and operates a "Need to Know" approach which complies with applicable laws with respect to the handling of that information. Access to confidential information is restricted to those who have a proper requirement for the information consistent with the legitimate interest of a client or Wells Fargo.

The principal way in which Wells Fargo structures its business to manage conflicts of interest is through the maintenance of Information Barriers in accordance with Wells Fargo Information Barrier policies and procedures which are designed to restrict information flows between different areas of Wells Fargo. Information Barriers and other measures are put in place to enable Wells Fargo and its team members to carry out business on behalf of clients without being influenced by other information held within Wells Fargo that may give rise to a conflict of interest.

Wells Fargo also has in place secure and confidential systems maintained within the EMEA Control Group or WFAM Compliance to record MNPI to assist in the identification, prevention and management of conflicts of interest. The EMEA Control Group is responsible for the maintenance of the "Watch List" and "Restricted List". Both lists assist with the maintenance and monitoring of the Information Barriers by tracking the flow of MNPI. The systems assist with the identification, prevention and management of conflicts of interest arising from sales, trading and research activities in the period before, during and after investment banking transactions. Similarly, for WFAM employees, WFAM Compliance is responsible for maintenance of certain Restricted Lists serving similar purposes.

In managing a conflict of interest it may be appropriate to use additional measures in the event that existing ongoing conflicts management measures are not sufficient to manage the conflict of interest adequately, such as the following:

- implementation of ad hoc transaction specific Information Barriers or other additional information segregation methods following consideration of all of the facts available to relevant management;
- escalation to senior management who have responsibility for the strategy of Wells Fargo and an appreciation of the relationship and reputation risks that may arise; and
- declining to act.

### **Inducements**

Inducements could create a conflict of interest where the payment or receipt of the inducement would distract Wells Fargo from its obligations to serve the best interests of its client.

In order to closely monitor potential conflict of interest scenarios with regards to inducements, Wells Fargo has established policies, procedures and controls that all relevant team members are required to comply with.

### **Investment Research (Independence)**

A conflict of interest may arise where the content of investment research reports or other public statements produced by a research analyst do not represent the analyst's genuinely held beliefs because he/she has been influenced by the interests of another line of business within Wells Fargo.

The supervisory structure, reporting lines and compensation criteria for research and research analysts are designed to maintain the independence of research from other areas within Wells Fargo and to promote and safeguard the integrity of research. Team members may not, directly or indirectly, retaliate or threaten to retaliate against any research analyst as a result of an unfavourable research report or public appearance that may adversely affect the Company's present or prospective business interests of Wells Fargo. Further, team members are prohibited from seeking to influence the content of a

research report or the activities of Research Analysts for purposes of obtaining or retaining Firm business.

### **Underwriting and Placement**

Pursuant to the rules of the Financial Conduct Authority (FCA) or relevant, applicable local regulations, Wells Fargo EMEA has a regulatory obligation to conduct underwriting and placing activities with integrity and in accordance with the standards expected of market participants in the European Fixed Income, Commodity and Currency (FICC) Markets.

Wells Fargo EMEA has in place policies and procedures to ensure conflicts of interest are correctly identified, prevented and/or managed whenever mandated by a client, or seeking to enter into a mandate with a client.

### **New Products/Services**

The Wells Fargo's Product and Service Risk Management Policy establishes the standards designed to ensure that Wells Fargo products and services (collectively "**products**") are developed, maintained and offered in a manner that benefits clients, and effectively manages the risks that may be presented throughout the life of a product. Before introducing a new or modified product or retiring an existing product, Wells Fargo businesses must conduct due diligence to ensure they have a clear understanding of the risks and rewards, including any applicable conflicts of interest.

### **Remuneration**

Wells Fargo has in place policies and procedures which establish an appropriate framework to govern remuneration arrangements and prevent remunerations structures that could lead to misconduct or breach of regulatory requirements or Wells Fargo Code of Ethics and Business Conduct.

### **Third Party Service Providers**

Wells Fargo retains many Third Party Service Providers across the globe. These Third Party Service Providers have the potential to expose the company to a wide range of risk including strategic, reputational, legal, regulatory, information security, and financial. As such, Wells Fargo operates multiple systems, controls, policies and procedures to manage its interaction with Third Party Service Providers in order to minimize risk, achieve business goals, comply with laws and regulations, and protect the company and our clients.

Conflicts of interest may arise with regards to Third Party Service Providers where, for example, a team member involved in the procurement or hiring process has a close relationship with a particular Third Party Service Provider. Team members are expected to adhere to the Third Party Service Provider Policy and associated procedures and identify, escalate and manage potential conflicts of interest accordingly. Furthermore, Wells Fargo seeks to manage actual or potential Third Party Service Provider relationships which are also actual or potential client relationships independently and on an arm's length basis and sets out the rules of engagement between Wells Fargo, Third Party Service Providers and clients so as to manage conflicts of interest.

### **Fiduciary and Investment Conflicts of Interest**

When fiduciary and investment conflicts are identified or where they emerge due to changing circumstances, they must be addressed according to applicable governing law. Each Line of Business must ensure that policies, procedures, and controls provide for the prevention, identification and effective mitigation of such conflicts in line with the standards applicable to their business activities. Each Line of Business should consult with their relevant Compliance Advisory contact to ensure such conflicts are effectively mitigated.

## **Conflicts of Interest Registers**

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Conflicts of Interest Registers are maintained for each Wells Fargo EMEA Line of Business and provide a consolidated view of the conflicts of interest that could arise for that specific Wells Fargo EMEA line of business/activity. Each conflict of interest is assessed against the relevant systems, controls, policies and procedures to effectively identify, prevent and/or manage those conflicts.

Conflicts of Interest Managers or their appointed team members (“**designated delegate**”) are required to review and update their Conflicts of Interest Registers on an annual basis, or more regularly if required - for example, whenever material changes have occurred for their line of business or activity (e.g. structural/organizational changes, new products).

On an annual basis, Conflicts of Interest Managers will be required to formally attest to Wells Fargo EMEA Senior Management that their Conflicts of Interest Registers are up to date and that the framework of systems, controls, policies and procedures provide for effective identification, prevention and management of those conflicts.

## Disclosure of Conflicts of Interest and Client Consent

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A disclosure of a conflict of interest to a client shall be a measure of last resort to be used where the arrangements required by this Policy to identify, prevent and manage conflicts of interest are not sufficient to ensure, with reasonable confidence, that the risk of damage to the interests of the client will be prevented.

The disclosure must be made in a durable medium (email or word document), setting out the following information to the client before undertaking business for the client:

- a specific description of the conflict of interest that has arisen in providing the business or service to the client, including the general nature or sources of the conflict of interest, or both, taking into account the nature of the client;
- the risks to the client that have arisen as a result of the conflict of interest;
- the steps taken by Wells Fargo to mitigate the risks to the client, which are set out in sufficient detail, to enable the client to take an informed decision with respect to the service in the context of which the conflict of interest arises; and
- a statement that the organisational and administrative arrangements established by Wells Fargo to prevent or manage that conflict are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented.

## Training

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Team members will be provided with appropriate training in relation to conflicts of interest, including:

- annual Code of Ethics and Business Conduct training (computer based training);
- EMEA Control Group training (team group training) as may be deemed necessary by the EMEA Control Group; and
- EMEA regulatory training program, covering conflicts of interest related subject matter (computer based training), including:
  - specific conflicts of interest training;
  - market conduct; and
  - control of information.

## Controls Testing and Risk Assessment

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Wells Fargo EMEA tests its controls relating to conflicts of interest management on a regular basis to identify and remediate any identified control gaps.

## Whistleblowing

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Wells Fargo relies on its team members to use good judgement and to speak up promptly when a team member has questions or concerns. Wells Fargo provides appropriate channels for the reporting/whistleblowing of conflicts of interest within Wells Fargo where a team member considers this to be the appropriate channel to draw the matter to the attention of Wells Fargo. Wells Fargo is committed to investigating potential violations and dealing with each report fairly and reasonably.

Wells Fargo’s Code of Ethics and Business Conduct, the Speak Up and Non-retaliation Policy, the UK Whistleblowing Procedures and the Ireland Whistleblowing Procedures together set out the framework by which team members may report any genuine concerns of perceived misconduct on the part of any Wells Fargo group company or Wells Fargo team member:

- on a confidential basis via the Ethics Line; and
- in the knowledge that their report will be investigated by Wells Fargo without any detrimental action being taken against them for having made such a report.



## Policy Governance

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### **Escalation and Exceptions**

This policy cannot account for every possible situation. To address a situation not covered by this policy, request a change to this policy or the related standards, or recommend an alternative practice, business managers will contact the Policy Manager.

The Policy Manager will work with the requesting business to address the needs and escalate the request as necessary.

The discussion may result in an exception request, exemption request, change to existing policy, alternate policy for certain businesses, or directive for the business to comply with existing policy. Businesses are expected to initiate this discussion before the business is out of compliance or immediately after a policy violation has been discovered.

If the business does not agree with the decision, or if the Policy Manager determines the risk warrants further escalation, matters will be escalated to the Policy Director as appropriate.

### **Violations**

Failure to comply with this policy, without appropriate prior approval, is a policy violation. Policy violations may result in corrective action, including termination of employment.

If a policy violation occurs, the situation must be escalated and related remediation actions taken in a timely manner. Issues must be recorded in the Shared Risk Platform's Issue Management solution when required under the criteria established in the Issue Management Policy.

## Appendix 1

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A **“Conflict of Interest”** is defined as:

- An **actual** conflict of interest: a personal conflict of interest or a business conflict of interest which has actually arisen.
- A **potential** conflict of interest: a scenario in which a conflict of interest has not yet occurred but that could occur in certain circumstances in the future.
- A **perceived** conflict of interest: a situation in which a reasonable person, with knowledge of the relevant facts, would question the impartiality of the individual/corporate entity in the matter being considered.

**“Conflicts of Interest Manager”** means:

- *in relation to team members within a line(s) of business*: the head of the line(s) of business relevant to the team members; and
- *in relation to team members in service/support functions*: the head of the service/support function(s) relevant to the team members.

**“Connected/Related Person”** includes:

- a spouse, domestic partner or member of a team member’s household; or
- any other individual over whom the team member may exercise control or influence in relation to that individual’s personal, financial or investment activities.

**“Client”** means:

- an existing or potential client of Wells Fargo; or
- a former client of Wells Fargo where fiduciary or other duties remain in place.

**“Self-Dealing”** means:

- a situation where a team member abuses or takes advantage of Wells Fargo work-related information to benefit himself or herself, rather than ensuring Wells Fargo work-related information is used appropriately for the benefit of Wells Fargo or its clients.

**“Team Members”** means:

- all employees of Wells Fargo contracted or assigned to work in relation to any Wells Fargo EMEA entity, regardless of whether the employee is classified as full-time, part-time or otherwise;
- all members of a Board of Wells Fargo EMEA, whether or not an employee of Wells Fargo EMEA; and/or
- all third party service providers, as defined in the Third Party Service Provider Policy, contracted to work in relation to any Wells Fargo EMEA entity, to the extent that the terms of their engagement require compliance with this Policy.

**“Third Party Service Providers”** means:

- as defined in the Third Party Service Provider Policy: an individual, agent, entity or professional association, company or governmental agency that enters into a business arrangement with Wells Fargo by contract or otherwise, for the purpose of providing products or services to or on behalf of Wells Fargo, including subcontractors and affiliates.

**“Wells Fargo”** means:

- Wells Fargo & Co. and/or any of its domestic and foreign branches, its lines of business, its representative offices or any other entity or group of entities of Wells Fargo & Co.

**“Wholesale Transactional Conflicts Office (WTCO)”** means:

- The WTCO is a dedicated office that will facilitate conflict assessments within the Wholesale lines of business. This office will identify and evaluate potential transactional conflicts that may arise in the course of a Wholesale mandate, due to existing or anticipated relationships Wells Fargo may have with a client or counterparty. The office will escalate issues, as appropriate, to senior management or appropriate governance groups and work with business leaders and internal partners to address risks and facilitate business selection decisions – taking into account client relationships and reputational risk while seeking to maximise business opportunities globally.
- The following LoBs are in scope of the WTCO: Corporate and Investment Banking (“CIB”), Commercial

Real Estate ("CRE") and Wells Fargo Capital Finance (WFCF). These LoBs are therefore required to adhere to the WTCO procedures.

**"Wells Fargo EMEA"** means any one or more of the following entities of Wells Fargo & Co. operating within Europe, Middle East and Africa ("EMEA"):

- Wells Fargo Asset Management (International) Limited
- Wells Fargo Asset Management Luxembourg S.A.
- Wells Fargo Asset Management Luxembourg S.A. – Frankfurt Branch
- Wells Fargo Asset Management Luxembourg S.A. – Paris Branch
- Wells Fargo Bank International UC
- Wells Fargo Bank International UC – Frankfurt Branch
- Wells Fargo Bank, N.A. – DIFC (Dubai) Branch
- Wells Fargo Bank, N.A. – London Branch
- Wells Fargo Bank, N.A. – EMEA Representative Offices:
  - Paris, France
- Wells Fargo Capital Finance (UK) Limited
- Wells Fargo Capital Finance (UK) Limited – Amsterdam Branch
- Wells Fargo Capital Finance (UK) Limited – Stockholm Branch
- Wells Fargo International Finance (France) S.A.S.
- Wells Fargo Securities Europe S.A.
- Wells Fargo Securities International Limited

## Appendix 2

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- The below is a non-exhaustive list of examples of types of conflicts of interest that could arise in relation to services provided by Wells Fargo.
- A firm may trade in securities, either on own-account (benefiting the firm) or on behalf of clients (benefiting one client over another) while, at the same time, other clients are also seeking to trade.
- A firm may provide biased investment advice or discretionary portfolio management services to its clients while, at the same time, the firm may recommend or sell products issued by itself or affiliated companies (firm vs client).
- A firm or its team members may receive or provide substantial gifts or entertainment (including non-monetary inducements) that may influence behaviour in a way that conflicts with the interest of its clients.
- A firm provides investment research related to an issuer to whom it also provides corporate finance advisory services (favourable research on an issuer client that could lead to the detriment of the investor client).
- A firm or its team members may have revenue-sharing arrangements and other similar relationships with a swaps execution facility, designated contract market, or derivatives clearing organization that could influence/incentivize the firm or its team members to use their services even though this may not provide the best outcome for clients (firms vs client).
- A firm may act as a trustee to investors on a debt security and also act as a lender to the securities issuer, such that it may create a conflict of interest between the firm's obligations as trustee and its interests as creditor.
- A firm may provide advisory services to a client on a transaction, and at the same time provide financing to another client on the same transaction, where the two clients have separate or competing interests in the transaction.
- A firm may provide corporate finance advice to one client that subsequently becomes the target of a bid and the firm may seek to act also for this bidder.
- Team members may exercise favouritism and /or exert undue influence in an existing personal or professional relationship to influence the outcome of a business transaction.
- Team members may process a transaction for themselves or someone else with whom they have a close, personal relationship.
- A firm may provide financing to multiple sponsors/bidders for the same target.
- A firm is a discretionary portfolio manager but takes risks beyond the risk tolerance levels or stated objectives, such as overconcentration in a single issuer or sector, purchasing illiquid securities that appear to deliver higher returns or a mismatch of fund liquidity to an expectation of fund redemptions.
- A firm's Lines of Business set advisor sales targets which encourage team members to sell to clients banking products which the clients may not need or may not be in the client's best interest.
- A firm allocates a new issuance of debt or equity securities and favours certain investors to the detriment of the issuer client and/or other investor clients, in return for certain benefits (inducements).
- Team members trade a firm's proprietary positions in a security whilst in possession of information about future transactions with clients in relation to that security.
- A firm supporting an issuer on new issue, offering to pay off an existing credit line with the firm (the firm may be aware of information not available to the public).