

## Policy

### of OANDA TMS Brokers S.A. to act in the best interest of the Client for the service of accepting and transmitting orders

#### § 1

##### Purpose of the Policy

1. The purpose of this *Policy of OANDA TMS Brokers S.A. to act in the best interest of the Client for the service of accepting and transmitting orders* is to introduce at OANDA TMS Brokers S.A. the principles of acting in the best interest of the Client in order to obtain the best possible results for Clients in connection with providing to them the **service of accepting and transmitting orders** referred to in Art. 74b of the Act, in accordance with the requirements set out in the Regulation of the Minister of Finance, Article 65(5) and Article 66(2-9) of Regulation 2017/565, as well as the guidelines of the European Securities and Markets Authority (ESMA).
2. This Policy applies to Financial Instruments in the Trading System as defined in the *Regulations for the Provision of Services for the Acceptance and Transmission of Orders to Purchase or Sell Financial Instruments by OANDA TMS Brokers S.A., the Maintenance of Cash Accounts and Registers and Foreign Exchange* and the List of Financial Instruments of TMS Stocks.
3. All TMS Brokers' Retail and Professional Clients are required to read the Policy and ensure that the principles set out in the Policy are understood and accepted.
4. The principles of acting in the best interest of the Client with respect to the portfolio management service are set out in the *Policy of OANDA TMS Brokers S.A. to act in the best interest of the Client*.

#### §2

##### Definitions

The terms used in this Policy shall in each case be understood as:

1. **Broker** – an investment firm authorised to intermediate in the trading of Financial Instruments with which TMS Brokers has entered into an Agreement for the provision of brokerage services, which includes, in particular, the acceptance and transmission of orders or the execution of such orders in a Trading System, and which TMS Brokers believes provides an appropriate level of service of this nature, and which TMS Brokers has a high level of confidence in as an entity that allows TMS Brokers to consistently meet its obligation to take all reasonable steps to obtain the best possible result for the Client; a Broker may also be a Depositary. The list of Brokers with whom TMS Brokers has entered into an Agreement on brokering in respect of the purchase and sale of Financial Instruments constitutes Supplement No. 1 to the Policy;
2. **Depositary** – an entity authorised to maintain a Financial Instruments account, omnibus account or cash account, or register of Financial Instruments, or foreign exchange account, or other register or record of Financial Instruments, or other rights, with which TMS Brokers has entered into an Agreement for the safekeeping of Financial Instruments and which, in the opinion of TMS Brokers, guarantees an adequate level of security for the Client's Financial Instruments; a Depositary may also be a Broker; the list of Depositaries with whom we have entered into an Agreement for the safekeeping of Financial Instruments constitutes Supplement No. 2 to the Policy.
3. **Financial instruments** – Financial Instruments within the meaning of Art. 2 sec. 1 of the Act, admitted or introduced to trading on regulated markets, multilateral trading facilities (MTFs/ASOs), operating on the territory of Member States, or trading systems for financial instruments operated on the territory of non-Member States, operating on a permanent and organised basis in accordance with the rules of those States, as well as ensuring that, when matching offers to purchase or sell such financial instruments, investors have equal and general access to market information at the same time and that the same conditions for purchasing and selling those financial instruments, as specified in the List of Financial Instruments, are maintained;
4. **Client** – a natural person, an individual running a business activity, a legal person or an organisational unit without legal personality who has concluded a Framework Agreement with TMS Brokers;
5. **Retail Client** – a retail client within the meaning of Article 3(39c) of the Act;
6. **Professional Client** – a professional client within the meaning of Article 3(39b) of the Act;
7. **MTF** – *multilateral trading facility*, or alternative trading system (ATS) – an over-the-counter multilateral system that brings together offers to buy and sell Financial Instruments in such a way that Transactions are concluded within the system, according to specified rules and in a non-discretionary manner;
8. **Relevant Person** – any of the following:
  - a) a director, shareholder of TMS Brokers, a member of TMS Brokers' management staff, including a member of TMS Brokers' Board, or an agent of TMS Brokers;
  - b) a director, shareholder or equivalent, or a member of the management staff of a TMS Brokers agent;

- c) an employee or employee of TMS Brokers' agent, as well as any other individual whose services are at the disposal and under the control of TMS Brokers or TMS Brokers' agent and who participates in the provision of services and the performance of TMS Brokers' brokerage activities;
  - d) an individual who is directly involved in the provision of services to TMS Brokers or an agent of TMS Brokers under an Agreement referred to in Article 81a(1) of the Act in connection with the brokerage services and brokerage activities provided by TMS Brokers;
9. **Policy** – this *Policy of OANDA TMS Brokers S.A. to act in the best interest of the Client for the service of accepting and transmitting orders*;
  10. **Employee** – a person in an employment, commission or other legal relationship of a similar nature with TMS Brokers;
  11. **Regulation of the Minister of Finance** – Regulation of the Minister of Finance of 30 May 2018 on the procedure and conditions for the conduct of investment companies, banks referred to in Article 70(2) of the Financial Instruments Trading Act and custodian banks;
  12. **Regulation 2017/565** – Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive;
  13. **SFT** – securities financed transaction within the meaning of Article 3(11) of Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on the transparency of transactions financed by securities and re-use and amending Regulation (EU) No 648/2012;
  14. **Execution System** – includes a regulated market, MTF, systematic internaliser or market maker or other entity that provides liquidity in Financial Instruments or an entity that fulfils a similar role in a third country to those fulfilled by the aforementioned entities, understood as order execution systems in which TMS Brokers has a high degree of confidence, as systems which enable it to consistently comply with its obligation to take all reasonable steps to obtain the best possible result for the execution of Client orders and to identify which Execution Systems are used in relation to each category of Financial Instruments, Retail Client orders, Professional Client orders and SFTs;
  15. **Trading System** – any regulated market, MTF/ASO;
  16. **TMS Brokers** – OANDA TMS Brokers Spółka Akcyjna with its registered office in Warsaw, entered in the register of entrepreneurs by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division, under KRS No. 0000204776, with a share capital of PLN 3,537,560, fully paid up, REGON (National Business Registry Number): 015715078, NIP (Tax Identification Number): 5262759131;
  17. **Durable Information Carrier** – any medium that enables you to store information addressed to you in a manner that allows access to it for a period of time appropriate to the purposes for which the information is being used and that allows the unchanged reproduction of the stored information;
  18. **Framework Agreement** – an agreement pursuant to which we undertake to provide you with services in respect of (i) the acceptance and transmission of orders to acquire or dispose of Financial Instruments, the safekeeping and recording of Financial Instruments, including the maintenance of Cash Accounts, foreign exchange; or (ii) the execution of orders to acquire or dispose of Financial Instruments, the safekeeping and recording of Financial Instruments, including the maintenance of Cash Accounts, foreign exchange; together with all annexes which form an integral part thereof;
  19. **Service** – the service of receiving and transmitting orders to buy or sell Financial Instruments on the Trading System;
  20. **Act** – the Act of 29 July 2005 on trading in Financial instruments;
  21. **List of Financial Instruments** – the List of Financial Instruments of TMS Stocks – a list constituting a compilation of Financial Instruments available in the Transaction System within a given service variant, taking into account conditions and limitations set by TMS Brokers. The List constitutes an annex to the Framework Agreement;
  22. **Quotation Source** – the entity that provides the Quotations, indicated in Supplement No. 3 to the Policy.

### §3

#### General provisions

1. The provisions of the Policy apply to Retail Clients and Professional Clients qualified in accordance with the *Client Classification Policy at OANDA TMS Brokers S.A.*
2. The provisions of the Policy regarding acting in the best interest of the client do not apply to clients qualified as eligible counterparties within the meaning of Art. 3 sec. 39d of the Act, unless TMS Brokers has granted the request presented by the eligible counterparty to be treated as a Professional Client or a Retail Client.
3. Acting in the best interest of the Client means taking all reasonable steps to obtain the best possible result for the Client in connection with the provision of the Service to the Client.
4. TMS Brokers' actions set out in this Policy do not constitute a guarantee that the Service provided to the Client will be performed with the best possible result for the Client in every case and under all circumstances.

5. Upon written request by the Client, in relation to activities undertaken as part of the Service provided and subject to the Policy, TMS Brokers shall act in accordance with the Policy.

#### §4

##### **Principles of Acting in the Best Interest**

1. In providing the Service, TMS Brokers acts with integrity and professionalism, in accordance with fair trading principles and in accordance with the best interests of its Clients. When executing Clients' orders, TMS Brokers transmits them to Brokers.
2. The Client may transmit instructions in relation to Orders on the terms and conditions provided in the terms and conditions of the Service provided by TMS Brokers.
3. TMS Brokers, in providing the Service:
  - a) ensures that orders executed on behalf of Clients are promptly and accurately recorded and allocated;
  - b) transmits sequentially and promptly to Brokers for execution Client orders that might otherwise be comparable, unless (i) this is otherwise apparent from the terms of execution specified by the Client or the nature of the order in question, (ii) when the prevailing market conditions make this impossible, or (iii) when it is contrary to the Client's interests;
  - c) informs the Retail Client of any material difficulty that may affect the proper execution of the order immediately upon receipt of the information from the Broker or directly from the Trading System;
  - d) does not make unauthorised use of information relating to Client orders in the course of execution and takes all reasonable steps to prevent unauthorised use of such information by Relevant Persons.
4. Client orders relating to Financial Instruments on the Trading System may only be transmitted for execution to a single entity (the Broker) where this allows TMS Brokers to achieve the best possible result for the Client on a continuous basis and where the results for the Client can reasonably be expected to be no worse than other execution entities. In such a case, TMS Brokers, acting in the manner described in this section, will be deemed to be acting in the best interests of Clients when transmitting Client orders to another entity for execution.
5. TMS Brokers' obligation to take reasonable steps to obtain the most advantageous result for the Client should not be construed as an obligation for TMS Brokers to include in the Policy all available Execution Systems and Brokers.
6. TMS Brokers acts in accordance with the best interests of Clients when transmitting Client orders under the Service provided to other entities for execution.
7. TMS Brokers shall, after the end of the calendar year, prepare and make public an annual report including a list of the top five investment firms (Brokers) in terms of trading volume to which TMS Brokers has delegated Client orders for execution in the previous year, as well as information on the quality of execution achieved, in accordance with the principles set out in Regulation 2017/576. Annual reports are published on the TMS Brokers website (Annual reports are published on the TMS Brokers website ([www.tmsbrokers.com](http://www.tmsbrokers.com) and [www.oanda.com](http://www.oanda.com))). Upon reasonable request by the Client, TMS Brokers shall provide the Client or prospective Client with information about the entities to which orders have been transmitted for execution.
8. In connection with the transmission of Client orders to Brokers for execution, TMS Brokers shall not accept any monetary or non-monetary consideration that would breach its obligations in relation to the management of conflicts of interest and the acceptance of monetary or non-monetary consideration.

#### § 5

##### **Execution Systems and Brokers**

1. TMS Brokers, as part of the provision of the Service, transmits orders for execution to other investment firms (Brokers) providing order execution services to TMS Brokers, acting in its own name and on behalf of the Client, in which case the Execution System for Financial Instruments on the Trading System is the same as the Execution System designated to TMS Brokers by the Broker (the Client is not able to specify the Execution System in the order) and includes:
  - a) a regulated market operating within the territory of a Member State,
  - b) an MTF operating on the territory of a Member State,
  - c) a Trading System, operated in the territory of non-Member States, which operates on a permanent and organised basis in accordance with the rules of those States and which ensures that in the matching of offers to buy or sell such Financial Instruments investors have equal and universal access to market information at the same time and that equal conditions for buying and selling those Financial Instruments are maintained,
  - d) a systematic internaliser of transactions operating in the territory of a non-Member State,

- e) another entity that performs a similar role in a non-Member State to those performed by the above-mentioned entities.
2. TMS Brokers, as part of its Service, does not provide the service of executing orders to buy or sell Financial Instruments in the Trading System.
  3. TMS Brokers accepts and then transmits the order to a Broker who has access to an Execution System where the Financial Instrument in question is admitted or marketed, or who forwards such order to a further entity for execution in the absence of such access, and with whom TMS Brokers has entered into an Agreement to broker the purchase and sale of Financial Instruments on behalf of the Client. The rules for the execution of orders referred by TMS Brokers to such Broker for execution are set out in the relevant execution policy available on the Broker's website, the address of which is indicated in Supplement No. 1 to the Policy.
  4. In the case of Financial Instruments on a Trading System for which there will be only one Execution System, the routing of such an order by the Broker to that (only) Execution System will be considered to achieve the best possible result for the Client. TMS Brokers reserves that orders may in some cases be executed by the Broker outside the Trading System (OTC) if doing so will result in the best possible outcome for the Client. Such an execution model additionally involves risk on the part of the counterparty responsible for executing the trade. Upon request by the Client, TMS Brokers will provide additional information on the consequences of executing orders outside the Trading System.
  5. TMS Brokers, in transmitting orders to other entities for execution, uses third parties (Brokers) that, in TMS Brokers' opinion, allow it to fulfil its obligation to take all reasonable steps to obtain the best possible result for the Client, apply solutions that allow TMS Brokers to act in the Client's best interest and ensure professional standards of prompt and fair execution of orders in accordance with the provisions of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU as well as Regulation 2017/565 and legal acts implementing the above Directive into the Polish legal order.
  6. TMS Brokers publishes on the TMS Brokers website ([www.tms.pl/dokumenty](http://www.tms.pl/dokumenty)) the list of Brokers with whom it has entered into an Agreement for the purchase and sale of Financial Instruments. The list referred to in the preceding sentence, in relation to each category of Financial Instruments in the Trading System, specifies the Brokers to whom TMS Brokers transfers orders for execution. The list of Brokers constitutes Supplement No. 1 to the Policy.
  7. TMS Brokers specifies a list of Execution Systems where Client orders are executed through Brokers. This list is available on TMS Brokers' website ([www.tms.pl/dokumenty](http://www.tms.pl/dokumenty)) in the form of a supplement to the Policy. The list referred to in the preceding sentence specifies which Execution Systems are used for each category of Financial Instruments in the Trading System, Retail Client orders, Retail Client orders and SFT orders. The list of Execution Systems constitutes Supplement No. 4 to the Policy.
  8. TMS Brokers, in providing the Service in the manner referred to in section 5 above, is responsible for the completeness and accuracy of the information provided to allow execution of orders in accordance with the Policy.
  9. TMS Brokers, in transmitting orders to Brokers for execution, as part of the provision of the Service to Clients, acts in the best interests of Clients, using all reasonable, legally permissible means, knowledge of Employees and operating with due diligence.
  10. As indicated in § 4.4 of the Policy, TMS Brokers may only select one Broker for the purpose of executing Client orders if this allows TMS Brokers to achieve the best possible result for the Client on a continuous basis and if the results for the Client can reasonably be expected to be no worse than other execution providers. TMS Brokers verifies the reasonableness of such selection and the transmission of orders for execution to one entity only, in particular on the basis of information on the quality of execution or internal analysis, including the results of the monitoring referred to in § 6 of the Policy.
  11. In the case of the provision of the Service to Retail Clients, priority of selection of the subsequent broker shall be given to the broker with the highest execution price for sell orders and the lowest execution price for buy orders at the lowest cost to the Client and the shortest execution time, subject to section 10 above.
  12. In the case of the provision of the Service to Professional Clients, priority for selection of the subsequent broker shall be given to the broker with the highest execution price for sell orders and the lowest execution price for buy orders with the probability of executing and settling the order in full in the shortest possible time, and secondarily at the lowest cost to the Client, subject to section 10 above.

## § 6

### Final provisions

1. TMS Brokers regularly monitors the effectiveness of its implemented solutions and policies, at least once a year, and in particular monitors the quality of its order execution.

2. Ex-post price verification – TMS Brokers periodically verifies the execution quality of its Execution Systems in order to identify weaknesses and malfunctions of its order execution processes and low quality order execution systems, including by comparing trading prices to prices from other execution systems. A consequence of this verification may be a change to the Execution System.
3. At least once a year, the processes set out in the Policy, as well as the Policy itself, are subject to an independent review of their effectiveness as part of internal control, compliance monitoring or internal audit. TMS Brokers may also commission external audits in this regard. Such a review is also performed whenever a material change occurs that permanently affects TMS Brokers' ability to continue to obtain the best possible result on a continuous basis when passing orders to other entities (Brokers) for execution in accordance with the Policy. TMS Brokers shall assess whether there has been a material change and consider making changes to the Brokers or Execution Systems where Client orders are executed through the Brokers as entities or systems to meet TMS Brokers' paramount requirement of best execution.
4. A material change, as referred to in section 3, is a significant event that may affect the parameters of best execution in the provision of the Service to Clients, such as cost, price, speed, likelihood of execution and settlement, size, nature or any other aspect of execution.
5. Changes to the Policy are communicated to the Client in the manner set out in the Framework Agreement between the Client and TMS Brokers.
6. Changes to the Policy shall be binding unless the Client terminates the Framework Agreement within 14 calendar days of being notified of the changes. Failure to receive a notice of termination of the Framework Agreement within the period referred to in the preceding sentence means that the Client accepts the provisions of the Policy in the new wording. If a Client executes a Transaction after TMS Brokers' notification of a change in the Policy (before the lapse of the deadline referred to in the first sentence), the provisions of the Policy in the new wording shall apply.
7. The current Policy is provided to the Customers prior to the commencement of the Service, on a Durable Carrier.
8. Prior to signing the Framework Agreement, the Client is required to familiarise themselves with the contents of the Policy. By signing the Framework Agreement, the Client agrees to TMS Brokers' application of the principles set out in the Policy.
9. At the Client's request, TMS Brokers shall provide the Client with a translation into Polish of the documents indicated in Supplement No. 1 and Supplement No. 4 to the Policy. This translation is for guidance only and the language version indicated in Supplement No. 1 and Supplement No. 4 to the Policy is binding.
10. The Client has the right to request information from TMS Brokers on the order acceptance and transmission policy and the principles for reviewing the manner in which this order acceptance and transmission policy is applied. Where reasonable and proportionate requests from the Client are received, TMS Brokers shall provide a clear response within a reasonable period of time.
11. The contents of this Policy are effective as of 7 January 2022.

### **Supplement No. 1**

The list of Brokers with whom TMS Brokers has entered into an Agreement to broker the purchase and sale of Financial Instruments:

1. KBC Group N.V., the relevant Broker's Execution Policy, i.e. Best Execution Policy KBC Securities Services, is posted on the Broker's website at: <https://securitiesservices.kbc.be/en/legal-information/documents.html>

### **Supplement No. 2**

List of Depositories with whom TMS Brokers has an Agreement for the safekeeping of Financial Instruments:

1. KBC Group N.V

### **Supplement No. 3**

List of entities from which Quotation Sources are derived for information purposes:

1. Cboe Global Markets Inc.

### **Supplement No. 4**

List of Execution Systems where Clients' orders are executed through Brokers:

1. KBC Securities NV.