

**OSE MANAGER LIMITED**  
**ORDER EXECUTION POLICY**

## ORDER EXECUTION POLICY

### POLICY DETAILS

Policy Audience	OSE Manager Limited staff.
Three key policy points	
1.	OSE Manager must obtain the best possible results for the AIFs it manages and the investors in the AIFs when executing decisions to deal.
2.	<p>In relation to the execution of all transactions, various factors must be taken into account, including: price; costs; speed of execution; likelihood of execution; size of order; nature of order; availability of suitable buyers; other considerations. The Investment team is responsible for ensuring adherence to the Order Execution Policy and that these factors are considered.</p> <p>OSE Manager mainly executes transactions in non listed companies.</p> <p>OSE Manager consider which execution venue to use when executing transactions in listed portfolio companies.</p>

# ORDER EXECUTION POLICY

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## 1 INTRODUCTION

The purpose of this document is to provide any AIFs we manage and the investors in such AIFs with information about the Order Execution Policy for OSE Manager Limited (**OSE Manager**) and to seek consent to this policy.

The Order Execution Policy (**OEP**) outlines the arrangements we have put in place to ensure that we take reasonable steps to achieve 'best execution' – that is obtaining the best possible results for the AIFs we manage and the investors in the AIFs when executing decisions to deal on behalf of the AIF in the context of the management of the portfolio.

Execution includes the following activities:

- a) reception and transmission of orders in relation to one or more financial instruments;
- b) execution of orders on behalf of the AIF;
- c) dealing on own account;
- d) making an investment decision on behalf of the AIF; and
- e) transfer of financial instruments to or from accounts.

The vast majority of OSE Manager decisions to deal are deals in unlisted companies which involve a unique contractual relationship tailored to the circumstances of OSE Manager and thus are not comparable for best execution purposes with transactions involving shares traded on centralised execution venues.

OSE Manager conduct an extremely robust due diligence process on all prospective investments and exits which aims to maximise value for OSE plc.

## 2 As at the date of policy two portfolio company holdings are listed on centralised execution venues. This policy applies to all transactions undertaken but how best execution is evidenced will differ depending on whether the investment is listed or unlisted. SCOPE OF REQUIREMENTS

When we either execute orders for AIFs or place orders to deal with other entities for execution we are required to do so on the most favourable terms in accordance with COBS 11.2 and Articles 27 & 28 of AIFMR.

OSE Manager will take all sufficient steps to obtain the best possible result for the AIFs it manages and when doing so take into account the execution factors set out below.

OSE Manager will act in the best interests of the AIFs and AIF investors by following the approach set out in this policy, unless it can be demonstrated that a better outcome can be achieved by employing an alternative approach. If an alternative approach is employed, the individual taking this decision must document the reasons for taking this approach and report this to the Compliance Officer who will consider whether it was appropriate and also consider if there are any changes to this OEP required.

### 3 EXECUTION FACTORS

The execution factors are any considerations relevant to the execution of the order and we will determine the relative importance of each of the factors in relation to each trade. These factors are:

- price;
- costs;
- speed of execution;
- likelihood of execution and settlement;
- size of order;
- nature of order;
- availability of suitable buyers; and
- other considerations relevant to the order.

The relative importance of the above execution factors will differ depending on the type of transaction being executed and for unlisted company transactions the execution factors considered will be documented as part of the investment due diligence undertaken by the investment team. For transactions in listed companies OSE Manager will document the consideration of execution factors as part of the overall documentation of how it achieves best execution before a transaction is executed or as part of developing a strategy for a series of transactions.

### 4 EXECUTION CRITERIA

When executing an order for the AIF, OSE Manager will take into account the following criteria to determine the relative importance of the execution factors:

- the objectives, investment policy and risks specific to the AIF, as indicated in the AIF's rules or articles of association, prospectus or offering documents of the AIF;
- the characteristics of the order;
- the characteristics of the financial instruments that are the subject of that order; and
- the characteristics of the execution venues to which that order can be directed.

These criteria should be carefully applied to each instance to determine the priority of each execution factor.

An execution venue for the purposes of this policy includes a regulated market, an Multilateral Trading Facility (MTF), an Organised Trading Facility (OTF), a systematic internaliser or a market maker or other liquidity provider or an entity that performs a similar function in a third country to the function provided by any other firm caught by this definition.

### 5 EXECUTION VENUES & BROKERS

OSE Manager mainly undertakes transactions in unlisted companies and for such transactions the execution will be direct with the unlisted company or via legal advisers. Therefore, for transactions in unlisted portfolio companies OSE Manager will not be using any execution venues or brokers.

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For transactions in listed portfolio companies OSE Manager will consider which brokers have the relevant expertise and competence to undertake the trades in the types of companies OSE Manager will be undertaking transactions. The number of brokers will be limited due to the specialist nature of the market and the limited liquidity of the companies in which OSE Manager will be trading. OSE Manager will regularly assess the brokers used to determine how they provide best execution.

### 6 MONITORING AND REVIEW OF EXECUTION ARRANGEMENTS

To ensure that the OEP and execution arrangements remain appropriate for OSE Manager and the AIFs it manages this policy will be reviewed by the OSE Manager Board on an at least annual basis. If there is any material change to OSE Manager's ability to continue to obtain best execution then this policy will be reviewed and, if required, updated.

We will notify the AIFs and AIF investors if there are material changes to this policy. A material change will be a significant event which could impact the parameters of best execution such as cost, price, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of the order.

OSE Manager monitors the effectiveness of its order execution arrangements and OEP in order to identify, and where appropriate, correct any deficiencies. This includes a review of the due diligence undertaken on unlisted portfolio company transactions on a regular basis.

Dealing in listed investments is infrequent, OSE Manager will undertake monitoring of best execution in the month following any transactions to determine whether they have been conducted in accordance with this policy.

### 7 CLIENT CONSENT

OSE Manager must obtain prior consent to this Order Execution Policy where the AIF has a governing body that can provide prior consent. The board of OSE plc has approved this policy on [Date] and we have deemed that the governing body has provided consent.

OSE Manager may execute orders outside of a trading venue and as confirmed above the board OSE plc by giving its approval to this policy has given express prior consent to such transactions. Trading outside of a trading venue may have certain consequences including counterparty risk. Please let us know if you would like additional information on the consequences of this means of execution.

If the governing body of the AIF does not provide consent, we will be unable to provide services to the AIF.

### 8 OVERSIGHT OF BEST EXECUTION

The Investment Committee is responsible for the review and update of this policy and any updates must be approved by the OSE Manager Board and the Compliance Officer. This policy will be reviewed at least annually.

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The Investment Team is responsible for ensuring that the Order Execution Policy is adhered to when executing any transactions.

The Compliance Officer is responsible for approval of alternative approaches to best execution and will approve any changes to this Order Execution Policy.