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OPTIM Investments
Internal Procedures Manual

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Forward: The Board of Directors of OPTIM Investments Limited (the 'Company') set out below the internal procedures that need to be adopted prior by all officers and staff members of the Company in respect of internal control, risk management and supervision policies considering the nature and scale of our business. These procedures are critically important for the Company to operate with the best standard as a global business category one company under the Financial Services Act 2007 and the rules and regulations made under it.

1. OPERATIONS COMMITTEE

We recognize that the Operations Committee comprised of the representative of the Investment Dealer (refer to Securities (Licensing) Rules 2007) is ultimately accountable and responsible for the management of the business and compliance with prescribed rules and regulations.

To discharge its responsibility effectively, the Board has delegated various functions and tasks to the Operations Committee. The Operations Committee shall be authorized to carry on the day to day operations of the Company and report to the Board. The Operations Committee shall consist off the directors. It is also intended to appoint a member form senior management in the Operations Committee.

The functions of the Operations Committee shall be as follows:

- Providing a coordinated picture of the current affairs of the Company to the Board;
- Deal with operational functions from a strategic level;
- Recommend implementation of decisions which comply with appropriate legislation;
- Monitor progress against agreed deadlines; and
- Acting as the counterpoint to first-level and middle managers (to be appointed) who handle workflow and manage daily crises

1.1 Organisation structure and segregation of duties

Our organisation structure, devised considering the nature and scale of our activities as a global business category one company.

1.2 External Auditors

We have appointed MKS Associates to appoint an auditor to audit the books of accounts and prepare the financial statements in accordance with IFRS standards.

1.3 Auditor Independence

We have taken reasonable steps to ensure that the auditor is appropriately qualified to carry out the audit properly, and is independent. Our auditor is not the Chairman or a director on our Board.

We shall extend all co-operations and provide all information in true and fair manner to the auditors. There shall be no obligation of confidentiality imposed on auditors with regard to reporting any deficiency, non-compliances or violations to the FSC.

We shall not enter into any financial transactions (other than payment of fees for audit services) with the Auditors.

1.4 Auditor Access to Outsourcing Providers

We will ensure that external auditors have timely access to any relevant information from our outsourcing service providers to fulfil their responsibilities.

1.5 Corporate Ethics

We have specified the below mentioned Code of conduct for all employees and officers. The code of conduct emphasizes on:

- a. Honesty;
- b. Integrity;
- c. The avoidance or disclosure of conflicts of interest;
- d. Maintaining confidentiality;
- e. Professionalism
- f. Commitment to the law and best practices; and
- g. Reliability.

Our policies and procedures also include identification, reporting and prevention or management of potential conflicts of interest, including matters such as:

- a. Related party transactions;
- b. The misuse of assets; and
- c. The use of privileged information for personal advantage ('insider trading').

Any transaction in which Board members or any member of management have potential conflicts of interest should either be proscribed (proscribed means restricted) or require formal documented approval by the Board, with measures taken to manage those conflicts.

The Company will be acting as a full-service investment dealer duly licensed by the Financial Services Commission.

2. ACTIVITIES OF THE COMPANY

2.1 Responsibility

The Operations Committee takes responsibility for the establishment of an adequate and effective framework for identifying, monitoring and managing risks across all our operations.

We recognise the range of risks that our firm faces and the need to manage these risks effectively. Our risk management framework is expected to have the resources and tools to identify, monitor and control all material risks considering the nature and scale of our operations. Our risk management function will monitor and assist us in this endeavor.

The levels of arrangement we have made to address risks emanating from our operations are of

international standards.

2.2 Liquidity Risk

The Operations Committee directly monitors and manages the daily client payment transactions. For the purposes of testing liquidity risk, we carry out appropriate stress testing and scenario analysis. events in which liquidity risk might occur or crystallise.

2.3 Limit Setting

For effective management of liquidity risk, we set payment limits for a spectrum of possible risks, from those arising in day-to-day liquidity risk management to those arising in stressed conditions. For instance, we generally set limits considering:

- a. Currencies of Payments;
- b. Time period of Payment;
- c. Length of time in overdue payments

2.4 Risk Measurement

We carry out stress testing to assess the resilience of our financial resources to any identified areas of material market risk under reasonably foreseeable circumstances.

2.5 Risk Monitoring

We submit to our Operations Committee market risk reports at various levels. At firm wide level, a market risk report includes the following information: ongoing transaction monitoring, canceled deals and clients with large potential payment cycles which will be monitored directly in real time.

2.6 Record Keeping

In relation to market risk, we shall retain appropriate prudential records of:

- a. All Client onboarding documents;
- b. All Client transactions;
- c. All cancelled client transactions; and
- d. If any blocked AML client transactions.

We are also required to keep records for all documents for a period of 7 years pursuant to the Mauritius Companies Act 2001.

2.7 Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. In identifying the types of operational risk losses that we may be exposed to, we, for instance, consider the following:

- a. The design, implementation, and operation of the processes and systems used in the end-to-end operating cycle for a member's products and activities;
- b. The risk culture and human resource management practices; and
- c. The business operating environment, including political, legal, socio-demographic, technological, and economic factors as well as the competitive environment and market structure.

When assessing its operational risks, we may be able to differentiate between expected and unexpected operational losses. Our Operations Committee has considered it is appropriate to adopt a more quantitative approach to the assessment of its expected operational losses, for example by defining tolerance, setting thresholds, and measuring and monitoring operational losses and exposures.

In establishing mechanisms and controls, our Board has considered the following factors;

- a. Delegation of authorities;
- b. Outsourcing of functions;
- c. Financial and human resources;
- d. Risk management tools and processes;
- e. Administrative systems and procedures;
- f. Audit trail; and
- g. Management information systems.

2.8 Risk Monitoring and Controlling

When monitoring the operational risk, the Operations Committee is expected to report regularly to the Board, the operational exposures, loss experience (including if possible cumulative losses), and deviations from the member firm member's operational risk policy; unauthorised deviations from the firm's operational risk policy; likely or actual breaches in predefined thresholds for operational exposures and losses, where set; and Significant increases in the firm's exposure to operational risk or alterations to its operational risk profile.

3. CONFIDENTIALITY OBLIGATIONS

3.1 Obligation to Maintain Confidentiality

While keeping in the Data Protection Act 2017, our Directors, officers, employees and representatives shall maintain, and aid in maintaining, the confidentiality of all information that:

- a. comes to the knowledge of the firm or any Director or any of the officers, employees or representatives; and
- b. is in possession of the firm, or any of its officers, employees or representatives.

3.2 Exceptions to Obligation to Maintain Confidentiality

The obligation to maintain confidentiality shall not apply to the disclosure of information by the firm or its Directors or officers, employees or representatives for the following purposes or in the following circumstances:

- a. The disclosure of information is necessary for the making of a complaint or report under any law for an offence alleged or suspected to have been committed under such law;
- b. Disclosure of information is necessary:
 - i. In any disciplinary proceedings of the FSC or securities regulator
 - ii. For the publication, in any form or manner, of the disciplinary proceedings and the outcome thereof;
- c. The disclosure of information is made in connection with:
 - i. The outsourcing or proposed outsourcing of any service or activity of the member to a third party;
 - ii. The engagement or potential engagement of a third party by the member to create, install or maintain back-up or internal control systems of the member; or
 - iii. The appointment or engagement of an auditor, a lawyer, a consultant or other professional by the member under a contract for service.

3.3 Records and controls

Where information is disclosed under the above provisions, the firm shall maintain a record of the circumstances relating to the disclosure of information. Any such disclosure of information shall be only to the extent insofar as this is necessary for the relevant purpose.

3.4 Anti-Money Laundering

We undertake to comply with the necessary norms prescribed by FSC with regard to the Anti – Money Laundering laws applicable. We will make use of the existing Compliance & Anti-Money Laundering Procedures Manual.

We will perform the necessary due diligence on our client prior to acceptance of their business and during the period of engagement with the client.

3.5 Privacy Policy

All personal information on clients for business purposes, processing their requests, informing them about products and services that may be of interest to them, and providing customer service.

Such information may include information they have provided when registering such as name, email, address, date of birth, etc.

We ensure that our Web sites are secure and that they meet industry standards. We also use other safeguards such as firewalls, authentication systems (e.g., passwords and personal identification numbers), and access control mechanisms to control unauthorized access to systems and data.

The Company shall not disclose any client information to third parties, except as described in this Internal Procedures Manual and it will not sell any client personal information.

3.6 Treating customers fairly

All clients shall be treated fairly.

These are the key factors which determine our policy of Treating Customers Fairly:

- a. Products and services marketed and sold are designed to meet the individual needs of our customers.
- b. Our Customers are provided with clear information and are kept appropriately informed before, during and after the point of sale.
- c. Where we offer advice to our customers, the advice is suitable and takes account of their individual circumstances.
- d. Customers are provided with products that perform as we have led you to expect, and that the associated service is of an acceptable standard and is as you have been led to expect.
- e. We will ensure that any complaints or grievances are handled in a sympathetic, positive and professional manner and the Company shall keep a Complaints Log for that purpose.

4. BOOKS AND RECORDS AND OTHER REQUIREMENTS

Our firm shall maintain accounting and financial books and records (whether in electronic or hard copy form) sufficient to produce financial statements and show a complete record of the business undertaken by us. These books include accounts, files and other records (e.g. trial balance, general ledger, bank statements, reconciliations, list of counterparties). It also includes records that substantiate the value of the assets, liabilities and off-balance sheet activities, files and valuation documentation.

We will be maintaining the records in the English language. If any of the records are in any other language, we will keep a certified English language translation. Records will be kept current and will be open for on-site verification or review by the FSC.

Records will be accessible at any time from within Mauritius, or as otherwise agreed with the FSC in writing.

The records shall be kept for 7 years in accordance with Mauritius laws.

4.1 Transaction Records

We shall keep completed transaction records for as long as they are relevant for the purposes for which they were made (with a minimum period in all cases of ten years from the date when the transaction was completed). Records of completed transactions shall be kept in their original form (whether in hard copy and/or electronic format).

4.2 Other Records

Our firm must maintain the following records in original form or in hard copy form;

- a. Internal policies, procedures and operating manuals;
- b. Corporate records, including minutes of shareholders', Directors' and management meetings;
- c. Correspondence with the FSC and records relevant to monitoring compliance with FSC requirements;
- d. Reports prepared by the member firm member's internal and external auditors; and
- e. Employee training manuals and records.

4.3 Handling Customer Complaints

The Company will aim to resolve any matters quickly and to our client's mutual satisfaction.

We want to deal with any concerns fairly, effectively and promptly. However, some complaints are more complex than others and may take some time to investigate. The Company shall attend to the complaints in the manner set out in the Compliance Manual and the Customer Complaints Handling Procedure manual.

5. BUSINESS CONTINUITY REQUIREMENTS

We have provided to:

- i. maintain adequate business continuity arrangements;
- ii. document business continuity arrangements in a business continuity plan;
- iii. test and review business continuity plans regularly; and
- iv. Appoint emergency contact persons.

6. BUSINESS CONTINUITY PLAN

Critical Elements of a Business Continuity Plan

Our Board has devised a Business Continuity Plan with the following elements:

- i. Risk assessment: This includes a comprehensive assessment of business continuity risks (including financial and operational risks) and threat scenarios which may severely disrupt the firm's operations.
- ii. Business impact analysis: This is an evaluation of the impact of the risks and threat scenarios identified in (i) above. The business impact analysis identifies critical business functions (including support operations and related information technology systems) and potential losses (monetary and non-monetary) to enable the firm to determine recovery.

Strategies/priorities and recovery time objectives;

- i. Work area recovery: This refers to continuity arrangements for the firm's critical functional capabilities in the event that the firm's primary office becomes inaccessible, for example, availability of a disaster recovery site ready for activation within a reasonable period of time;
- ii. Crisis communications: This refers to a communications plan for the firm to liaise with its internal and external stakeholders such as the FSC, employees and regulatory authorities during a crisis;
- iii. Roles and responsibilities: This refer to the identification of a firm's key personnel and management staff, their roles and responsibilities, and reporting lines.
- iv. Backup for critical functions, information technology systems and data; Critical functions refer to business functions whose failure or disruption may incapacitate the firm.
- v. Key service providers: This refers to assessing a firm's dependencies on key service providers in recovery strategies and recovery time objectives, and taking steps to ensure that key service providers are capable of supporting the Member's business, even in disruptions; Key service providers refer to third-parties who are performing functions that are not normally carried out;
- vi. Outsourcing service providers: This refers to assessing whether the service provider has established satisfactory Business Continuity Plans commensurate with the nature, scope and complexity of the outsourced services; and
- vii. Any other elements that the firm deems necessary to be included in its business continuity plan or which FSC may prescribe from time to time. Outsourcing service providers refer to third parties who are performing functions that would normally be performed by Members internally. For example, Operations and Technology.

6.1 Emergency Response during a Crisis

The firm has established at a group level, a crisis management plan that includes:

- i. Emergency response procedures;
- ii. Roles and responsibilities of the crisis management team;
- iii. Command and control structures; and
- iv. Salvage and restoration procedures.

6.2 Regular Review, Testing and Training

As a group policy, our firm would review and test its business continuity plan periodically to ensure that the business continuity plans remain relevant.

6.3 EMERGENCY CONTACT PERSONS

We have notified the emergency contact persons to the FSC. The Company reserves the right to review and amend the above rules whenever it deems appropriate. For any questions you can reach us at support@optimfx.com or use the support chat in your client cabinet.

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OPTIM Investments Ltd is regulated by the
Financial Services Commission (FSC) Mauritius