

## CONFLICTS OF INTEREST POLICY

### 1. Introduction

o2h Ventures Ltd ("o2h " or the "Firm") is an Alternative Investment Fund Manager ("AIFM") for Alternative Investment Funds ("AIF(s)") and is authorised and regulated by the Financial Conduct Authority (the "FCA") in the UK. o2h is a venture capital team based in Cambridge which invests in companies that exploit or leverage biotechnology therapeutics and related AI opportunities and have global leverage.

The Firm must take all reasonable steps to identify conflicts of interest that arise in the course of managing AIFs as set out in Chapter 10 of the Senior Management Systems and Controls Sourcebook of the FCA Rules. This includes conflicts arising between o2h , including its Directors, employees and their immediate family ("Associates") and any person directly or indirectly linked to o2h by control, and

- an AIF managed by o2h or the investors in that AIF; or
- an AIF or the investors in that AIF, and another AIF or the investors in that AIF; or
- an AIF or the investors in that AIF, and another client of the AIFM to which the Firm provides services; or
- an AIF or the investors in that AIF as well as two clients of the AIFM.

In addition to covering conflicts arising at the level of its activities as an AIFM, o2h has also considered conflicts arising from the activities of affiliated companies as well as any delegates, sub-delegates, external valuers and counterparties as applicable.

### 2. What is a Conflict of interest?

Conflicts of interest are those situations which may carry a material risk of damage to the interests of an AIFs managed by o2h and investors in those AIFs (collectively "Client(s)") and include the situation where o2h or any person directly or indirectly linked to o2h :

- is likely to make a financial gain or avoid a financial loss at the expense of a Client;
- has an interest in the outcome of a service provided to, or of a transaction carried out on behalf of, a client which is distinct from the Client's interest in that outcome;
- has a financial or other incentive to favour the interests of another Client or group of Clients over the interests of the Client;
- carries on the same business as a Client;
- carries out the same activity for a Client and another Client;
- receives, or will receive, from a person other than a Client an inducement in relation to the service provided to the Client in the form of monies, goods or services, other than the standard commission or fees for that service;
- designs, markets or recommends a product or service without properly considering o2h other products and services and the interests of its Clients.

### 3. Conflicts of Interest Identified by o2h and the procedures in place to manage such conflicts

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As a general principle, o2h and its Directors and employees are required to act in the best interests of the Firm's Clients. Where o2h or an affiliated company has an interest, arrangement, or relationship which may be considered likely to influence any exercise of discretion by o2h in the course of dealings or other services for or on behalf of a client in a manner which is material to the client, o2h is required to disregard that interest, arrangement or relationship when exercising that discretion.

The principal areas where conflicts of interest could arise are summarised below:

#### Conflicts between clients

As a general principle, the specific governance of the AIF has been defined to prevent – or at least limit – the occurrence of conflicts of interest between the Fund and the Investors. Should there be any potential conflict of interest; the conflict is first disclosed to the Compliance Officer and the Directors. If the conflict is not subsequently resolved, it is submitted for the Investment Advisory Committee's consideration.

The Investment Advisory Committee for the fund role includes providing guidance, advice and adjudication of perceived conflicts of interest. o2h will consult the Investment Advisory Committee (i) when it has identified a potential conflict of interest relating to an Investment or a divestment to be made by the Fund, and (ii) on any matter provided for by the Fund Agreements. o2h may also consult the Investment Advisory Committee on any other matter as the Firm may determine appropriate.

#### External directorships and outside interests

o2h's Directors and employees holding external positions such as:

- Directorships of o2h Clients; or
- Directorships of underlying portfolio companies in the AIF (Investments).

External business interests of o2h Directors, employees and their immediate family ("Associates") and members of the investment committees of o2h that conflict with o2h's interests and the interests of o2h's clients are prohibited, unless prior Director approval is provided.

Directors and employees of o2h will serve as directors of certain Investments in the AIF, and in that capacity, will be required to make decisions that consider the best interests of such Investment and its shareholders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of an Investment, actions that may be in the best interest of the Investment may not be in the best interests of the AIF, and vice versa. Accordingly, in these situations, there will be conflicts of interests between such individual's duties as a Director or employee of o2h and such individual's duties as a director of the Investment.

Any conflicts of interest relating to an Investment or divestment to be made by the AIF will be discussed and resolved on a case-by-case basis by the relevant parties and in accordance with the Fund Agreements and o2h's IP conflicts management procedures. Any such discussions will take into consideration the interests of the relevant parties and the circumstances giving rise to the conflict. In instances where such a conflict arises, another Director of the Firm may be selected to represent the interest of the AIF as a shareholder, whereas the Firm's director-representative on the investees board would continue to act in line with the director's fiduciary duties and not participate in decisions relating to an AIF's actions as a shareholder.

#### Confidentiality Risks

o2h and its employees devote such time and attention to their existing business activities as is required to discharge their duties relating to such activities. In addition, because of existing investments and activities, o2h and its employees may from time to time acquire confidential information that they will not be able to use for the benefit of the Fund. All such confidential information should be immediately reported to the Compliance Officer.

## Investment Risks

Investors in the AIF may have conflicting investment, tax and other interests with respect to their investments in the AIF. The conflicting interests of individual Investors may relate to; or arise from, among other things: the nature of the Investments made by the AIF, the structuring or the acquisition of Investments and the timing of disposal of Investments. As a consequence, conflicts of interest may arise in connection with the decisions made by o2h, including with respect to the nature or structuring of Investments that may be more beneficial for one Investor than for another Investor, especially with respect to Investors' individual tax situations. In selecting and structuring investments appropriate for the Fund, o2h will consider the investment and tax objectives of the AIF and its Investors as a whole, not the investment, tax or other objectives of any Investor individually.

## Transaction Fees

o2h may receive transaction fees from its Investments and other parties involved in transactions with the AIF. Such fees could be paid for providing services in connection with: (a) equity and/or debt financings; (b) the acquisition, disposal or sale of Investments or assets or businesses held by Portfolio Companies; (c) securities underwriting; or (d) financial advisory services. All such fees, except a maximum 1% annual monitoring and a maximum £12k p.a. directorship fee specifically permitted by some of the AIFs Private Placement Memoranda, shall be credited against the Annual Share as described in the AIF's Private Placement Memorandum.

## Personal account dealing

o2h operates personal account dealing procedures which, among other things, prohibit its Directors, employees and their immediate family ("Associates") of o2h from undertaking dealing in circumstances where such dealing would conflict with duties owed by o2h to its clients. Directors and employees are prohibited from making personal investments in any portfolio companies or prospective portfolio companies and if a Director or member of staff already has a personal investment, then the Firm's Personal Account Dealing procedures apply (which include that if that individual is a member of the Investment Advisory Committee, then he or she is not allowed to vote).

## Gifts & Entertainment

o2h has in place a Gifts and Entertainments Policy that requires all Directors and employees to report gifts and benefits to the Compliance department. o2h maintains a gift log registering the solicitation and receipt of certain benefits in excess of a de minimus level per gift or entertainment and per contact.

## Staff remuneration

o2h has in place a Remuneration Policy which is drafted to meet the regulatory requirements in respect of remuneration and includes measures adopted to avoid or manage conflicts of interest. This includes, in respect of conflicts, ensuring that remuneration arrangements are in line with the business strategy, objectives, values and interests of the Clients, avoiding conflicts of interest and preventing the potential for misalignment of interests between o2h, its Directors and employees and its Clients.

## Segregation of Tasks

Taking a proportionate approach, roles and responsibilities are structured to limit the potential for conflicts of interest. Where appropriate and proportionate, systems and controls exist to prevent Directors and employees from undertaking roles where such a conflict may exist.

The current size of o2h means that there is necessarily some overlap of roles in respect of risk management, portfolio management and other control functions such as compliance. Additional controls have been put in place to oversee and monitor any conflicts arising from these arrangements, which include the appointment of an external specialist compliance consultant to provide ad-hoc advice.

## Valuations

o2h is responsible for carrying out the AIF valuations. To avoid conflicts, the Firm has in place controls so that the valuation task is functionally independent from its portfolio management activity. The remuneration arrangements are structured in such a way that there is no potential for remuneration/package to be influenced by changes in valuations.

### Co-Investment

When an AIF managed by o2h makes an initial co-investment in a portfolio company together with other AIFs, or investment vehicles managed by o2h or related companies, o2h ensures that the co-investment is made on equivalent terms and conditions in respect of both the initial investment and the sale, taking into account the best interests of the AIF and its investors and other factors such as: regulatory ratios, net cash on hand, fund term period, fund strategy, possibility of joint exit, inability to sign a warranty of liabilities.

When making co-investments, each party (including related companies) shall conclude the negotiations and the agreement in respect of the investment on an independent arms length basis from the other parties, and o2h shall ensure that the investment and the terms of the investment are in the best interests of the AIF and its investors.

Where such co-investment results in the co-investors having a majority control of the portfolio company, the senior management shall ensure that the monitoring, oversight and management of the portfolio company (through its risk management procedures) will include procedures to ensure that the level of control exercised by o2h does not lead to undue influence being exerted by the co-investors (in their capacity as AIFMs), in respect of the portfolio company taking into account the interests of the AIF and its investors.

### Outsourcing and Delegation

o2h has in place due diligence arrangements to oversee the activities of any outsourcing providers and delegates which include disclosure requirements in respect of conflicts of interest. In respect of the AIFs for which it is appointed as the AIFM, o2h does not delegate any portfolio management or risk management activities to a depositary or other entity where such entity may have interests in conflict with those of the AIF or the investors in the AIF. Such delegation would only be undertaken where the depositary or other entity has functionally and hierarchically separated the operation of portfolio and risk management from the potentially conflicting tasks and that any potential conflicts of interest have been properly identified, managed, monitored and disclosed to the investors of the AIF.

o2h requires any delegate to disclose to the Firm details of its arrangements to manage Conflicts of Interest. Where required, o2h will ensure any conflicts that its delegees may have that cannot be managed are disclosed to AIF investors.

## 4. ADDITIONAL CONTROLS TO MANAGE CONFLICTS

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### Whistleblowing

A Public Interest Disclosure Policy ("Whistleblowing Policy") is in place, which enables all employees to raise any issues or concerns both within the Firm and directly with the Financial Conduct Authority, including issues related to conflicts of interest.

### Voting Strategy

o2h has in place a voting strategy that requires any voting rights held in the AIF portfolios it manages to be exercised to the exclusive benefit of the AIF concerned and its investors.

### Compliance Monitoring

A specific conflict of interest schedule detailing all the potential situations of conflicts is annually filed by o2h, together with a register where past and existing conflicts are recorded under the Compliance Officer's control. The role of o2h's Compliance Officer, Sunil Shah, is – amongst other activities – to ensure the proper application of the decision-making process, as well as the compliance procedures. Sunil will attend the Investment Advisory Committee meetings to assist the Investment Advisory Committee in handling any potential conflicts of interest.

## 5. Disclosure

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Where a conflict of interest arises in circumstances where o2h's arrangements, or any delegates in respect of its AIFs, for managing conflicts are insufficient to ensure with reasonable confidence the prevention of risks of damage to a Client's interests, o2h will disclose such to Investors via email having discussed them typically initially with the Limited Directors Committee.

In respect of its direct clients, conflicts of interest that cannot be managed so as to ensure with reasonable confidence the prevention of risk of damage to a client's interests, will be clearly disclosed to the Client describing the general nature of the conflict of interest. Such disclosure will be made before undertaking business for the client and will be in writing.

## 6. Records maintained by Compliance

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- Details of all Directors/employees/interns/secondee/contractors;
- Details of external directorships and other outside interests maintained by Directors and staff.
- Details of relevant PA Dealing Transactions undertaken by Directors, employees and their immediate family;
- Details of Gifts and Benefits given or received by Staff
- Details of any Inducement arrangements
- Details of any conflicts arising from delegation or sub-delegations arrangements
- Conflicts of Interest identified by o2h (including how they have been managed)
- Conflicts of Interest Register.
- Annual reports to senior management
- Disclosures to Clients made via durable medium or website
- Details of the voting rights strategies employed by o2h

## 7. Review of conflicts of interest management

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o2h conducts periodic reviews of its conflicts of interest management procedures including o2h's Conflicts of Interest Policy.

A written report is provided to the Senior Management on no less than an annual basis in respect of the conflicts of interest that have arisen, or may arise, which entail a material risk of damage to the interests of o2h's Clients.

## 8. Further information

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Questions or requests for further information relating to o2h's Conflicts of Interest Policy should be addressed to the Compliance Officer.

## Conflicts Register

Conflict	Description of potential conflict	Mitigation and controls	Relevant Policy
<b>Conflict between the Fund and an Investor</b>	Investors in the AIF may have conflicting investment, tax and other interests.	The AIF's investment policy is clearly defined in the Private Placement Memorandum. O2h when it structures a Fund will consider the investment and tax objectives of the AIF and its Investors as a whole rather than one individual investor.	<b>Private Placement Memorandum Conflicts of Interest Policy</b> <b>Any issues can be raised in the Independent Advisory Committee.</b>
<b>Conflict between Funds</b>	There may be competing interests between the different AIFs	Where funds are co-investing, this is done on a pari passu basis, investing pro-rata .	<b>Conflicts of Interest policy</b> <b>Any issues can be raised in the Investment Committee and will also be reviewed by the Investment Advisory Committee.</b>
<b>Conflicts between the AIFM and the Fund</b>	There may be competing interests between the companies where there has been co-investment and the AIFM	When making co-investments, O2h will ensure that the investment and the terms of the investment are in the best interests of the AIF and its investors.	<b>Conflicts of Interest Policy</b> <b>PA Dealing</b>

<b>Conflict between clients</b>	There may be conflicts of interests between the investors of the AIF and between the investors of other AIFs.	<p>The AIF's investment policy is clearly defined in the Private Placement Memorandum.</p> <p>O2h when it structures a Fund will consider the investment and tax objectives of the AIF and its Investors as a whole rather than one individual investor.</p> <p>The fees and performance fees are detailed in the Limited Directorship agreement and any issues can be raised to the AIFM or in the Limited Director Committee.</p>	<b>Private Placement Memorandum</b>
<b>External Directorships and outside interests</b>	Outside interests or activities may give rise to potential or actual conflicts (e.g. external directorships) or may impair employees' performance of their duties. It should be noted that the Directors and Investment Managers are expected to be Directors of the portfolio companies.	All employees are required to seek approval for all outside interests.	<b>Compliance Manual</b>
<b>Personal Trading</b>	Market Abuse – Risk that employees may use non-public or confidential information as	All employees must disclose their Personal Account Dealing and are required to receive prior approval before dealing in certain start up or	<b>Personal Account Dealing Policy (Compliance Manual)</b>

	the basis for personal account trading decisions.	fledgling companies where these may be under review by O2h .	
<b>Gifts and Entertainment</b>	Gifts and entertainment given or received may compromise or appear to compromise an employee's obligations to act in the best interests of the client.	The Firm has in place a Gifts & Entertainment Policy which details the Firm's rules with regard to gifts and entertainment and which requires pre-approval of any gifts or entertainment given or received above a de-minimus level.	<b>Gifts and Entertainment Policy (Compliance Manual)</b>
<b>Remuneration</b>	Remuneration arrangements of personnel may lead or appear to lead to a conflicts of interest	Remuneration arrangements for all staff are reviewed by the relevant Fund Investment Advisory Committee which includes non-executive members to ensure that they are not structured in a way that may lead to conflicts with the interests of the Firm's clients. Remuneration arrangements are detailed in the Private Placement Memorandum.	<b>Private Placement Memorandum</b>
<b>Segregation of Tasks</b>	The current size of O2h means that there is some overlap of roles in respect of Risk management, portfolio management and other control functions such as Compliance.	Risk management, portfolio management and compliance are considered by the Investment Advisory Committee, which is also includes non-executive members.	<b>Compliance Manual</b>



<b>Co-Investment</b>	There may be a conflict when an AIF managed by O2h co-invests in a portfolio company.	O2h ensures that the co-investment takes into account the best interests of the AIF and its investors.	<b>Private Placement Memorandum Conflicts of Interest policy</b>
<b>Inducements</b>	Commission/fees paid or received other than directly from a client may give rise to potential conflicts of interest with Firm's duties to its clients.	There are no commission/ fee arrangements in place except where these relate to a genuine service, for example transactional costs.	<b>Compliance Manual</b>
<b>Delegation</b>	<b>No conflicts identified.</b>	<b>No conflicts have been identified.</b>	<b>Reviewed by Compliance Officer</b>

