

AQUILLA NUMMUS LTD PILLAR III DISCLOSURES

According to Part Eight of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012

YEAR ENDED 31 DECEMBER 2018

May 2019

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1. Overview

1.1 CIF Information

Aquilla Nummus Ltd (Aquilla) obtained its License on the 4th August 2017 with license number 345/17, and was fully authorized to offer financial services upon effective completion of its authorization conditions. The Company was activated on 4th December 2017 to offer the service of Portfolio Management and Safekeeping and Administration of Financial Instruments for the account of clients.

The Company is categorized as a “**Limited License**” Cyprus Investment Firm (i.e. under Article 95(1) of the Regulation 575/2013), with minimum initial capital requirement of Euro 125,000 (one hundred twenty five thousand Euros).

Table 1 below illustrates the current license information of the Company:

Table 1 - Company License Information (based on the First Appendix of the Law 87(I)/2017)

		Investment Services and Activities									Ancillary Services							
		1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	
Financial Instruments	1				√						√			√				
	2				√						√							
	3				√						√							
	4				√						√							
	5																	
	6																	
	7																	
	8																	
	9																	
	10																	
	11																	

The Company is authorized to provide the following **Core Investment Services**, in accordance with Part I of the First Appendix of the Law 87(I)/2017):

1. Portfolio Management

The Company is also authorized to provide the following **Ancillary Services**, in accordance with Part II of the First Appendix of the Law 87(I)/2017):

1. Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management.
2. Foreign exchange services where these are connected to the provision of investment services.

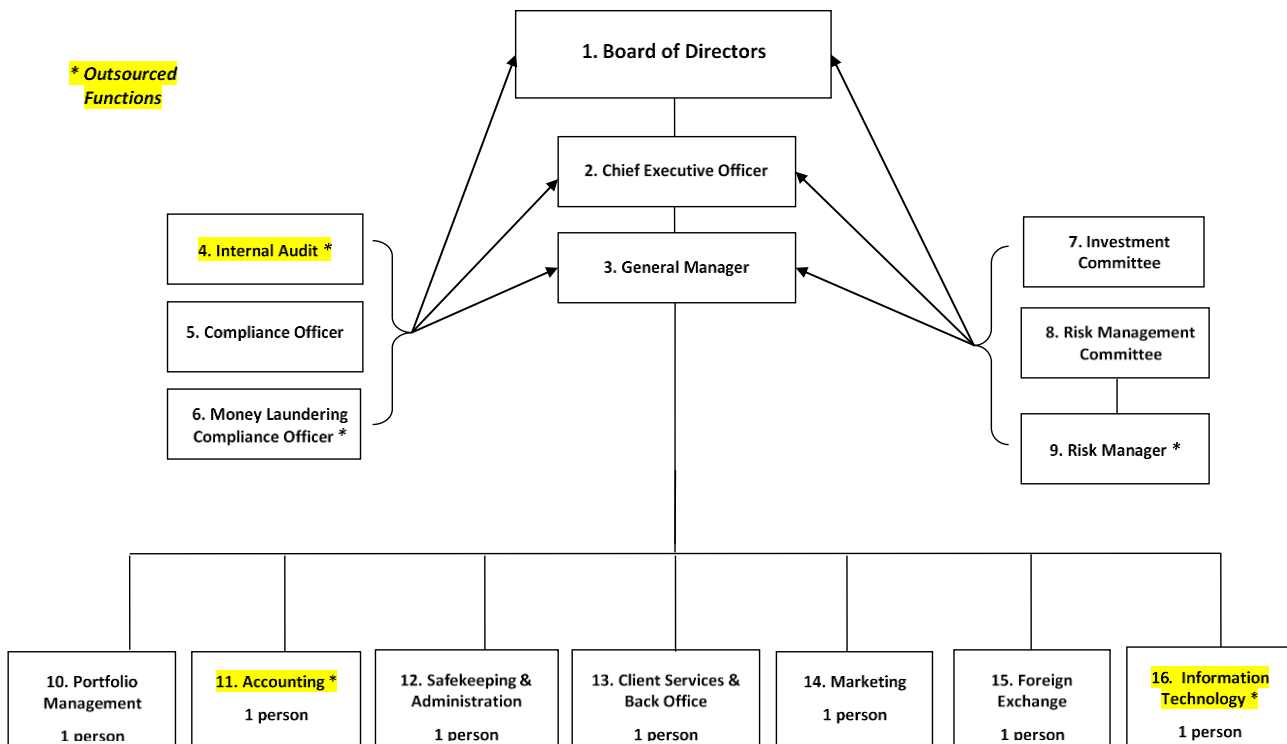
The Company is authorized to provide the aforementioned investment and ancillary services, as applicable for each service, for the following Financial Instruments, in accordance with Part III of the First Appendix of the Law 87(I)/2017):

1. Transferable Securities
2. Money Market Instruments
3. Units in Collective Investment Undertakings
4. Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash.

1.2. Scope of application

The Company is publishing the disclosures on an individual (solo) basis.

1.3. Organisational Structure



1.4. Regulatory framework overview

This report has been prepared in accordance with Part Eight of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 (the “Regulation” or CRR) and the European Directive 2013/36/EU (the “European Directive” or CRD IV).

CRR establishes the prudential requirements for capital, liquidity and leverage that entities need to abide by. Furthermore, CRR introduced significant changes in the prudential regulatory regime applicable to Investment Firms including amended minimum capital ratios, changes to the definition of capital and the calculation of risk weighted assets and the introduction of new measures relating to leverage, liquidity and funding. Additionally, CRR permits a transition period for certain of the enhanced capital requirements and certain other measures, such as the leverage ratio, which are not expected to be fully implemented until 2018. CRR is immediately binding on all EU member states. CRD IV governs access to internal governance arrangements including remuneration, board composition and transparency.

The Regulation framework consists of a three “Pillar” approach:

- **Pillar I** establishes minimum capital requirements, defines eligible capital instruments, and prescribes rules for calculating Risk Weighted Assets.
- **Pillar II** requires firms and supervisors to take a view on whether a firm should hold additional capital against risks considered under Pillar I that are not fully captured by the Pillar I process (e.g. credit concentration risk); those risks not taken into account by the Pillar I process (e.g. interest rate risk in the banking book, business and strategic risk); and factors external to the firm (e.g. business cycle effects). Pillar II connects the

regulatory capital requirements to the Company's internal capital adequacy assessment process (ICAAP) and to the reliability of its internal control structures. The function of Pillar II is to provide communication between supervisors and investment firms on a continuous basis and to evaluate how well the investment firms are assessing their capital needs relative to their risks. If a deficiency arises, prompt and decisive action is taken to restore the appropriate relationship of capital to risk.

- **Pillar III** - Market Discipline requires the disclosure of information regarding the risk management policies of the Company, as well as the results of the calculations of minimum capital requirements, together with concise information as to the composition of own funds of the Company.

According to the Directive, the risk management disclosures should be included in either the financial statements of the investment firms if these are published, or on their websites. The Pillar III disclosure requirements are contained in Articles 431 to 455 of the Regulation. The Company has included its risk management disclosures as per the Directive on its website as it does not publish its financial statements. Verification of these disclosures has been made by the external auditors of the Company and sent to CySEC.

1.5. Disclosure Policy: Basis and Frequency of Disclosure / Location and verification

The following sets out the Company's Disclosure Policy as applied to Pillar III Disclosures, according to CRDIV requirements.

1.5.1. Information to be disclosed

Institutions may omit disclosures if such disclosures are not regarded as material, except for the following disclosures:

- Regarding the policy on diversity with regard to selection of members of the management body, its objectives and any relevant targets set out in that policy, and the extent to which these objectives and targets have been achieved *Article 435 (2) (c) of CRR*.
- Own funds (*Article 437*) of CRR.
- Remuneration policy (*Article 450*) of CRR

Materiality of Disclosures

The Regulation provides that the Company may omit one or more of the disclosures if it believes that the information is immaterial. Materiality is based on the criterion that the omission or misstatement of information would be likely to change or influence the decision of a reader relying on that information for the purpose of making economic decisions. Where the Company has considered a disclosure to be immaterial, this was not included in the document.

Disclosures and Confidential Information

The Regulation also permits the Company to omit one or more of the required disclosures if it believes that the information is regarded as confidential or proprietary. The Directive defines proprietary as if sharing that information with the public would undermine its competitive

position. It may include information on products or systems which, if shared with competitors, would render an investment firm's investments therein less valuable.

Information is regarded as confidential if there are obligations to customers or other counterparty relationships binding an investment firm to confidentiality. Under the light of the above, the Company avoided to disclose such confidential information in this report.

1.5.2. Frequency

The Company's policy is to publish the disclosures required on an annual basis. The frequency of disclosure will be reviewed should there be a material change in approach used for the calculation of capital, business structure or regulatory requirements.

1.5.3. Medium and location of publication

Institutions may determine the appropriate medium, location and means of verification to comply effectively with the disclosure requirements. In this respect, the Company's Pillar III disclosures are published on the Company's website: <https://www.aquillanummus.com/clients.html>

1.5.4. Verification

The Company's Pillar III disclosures are subject to internal review and validation prior to being submitted to the Board for approval. The Company's Pillar III disclosures have been reviewed and approved by the Board. In addition, the Remuneration disclosures have been reviewed by the Risk Management Committee, and the company's Risk and Compliance Function Officers.

1.6 Risk Management objectives and policies

To ensure effective risk management, the Company has adopted three levels of control, with clearly defined roles and responsibilities.

First Level Control: Managers are responsible for establishing an effective control framework within their area of operation and identifying and controlling all risks so that they are operating within the organizational risk appetite and are fully compliant with Company policies and where appropriate defined thresholds. These controls are independently checked by the Compliance Function Officer as a second set of oversight and observations are reported to the Board which is then analyzed and remedied. First Level control acts as an early warning mechanism for identifying (or remedying) risks or failures.

Second Level Control - The Risk Management Function is responsible for proposing to the Board through the Risk Management Committee appropriate objectives and measures to define the Company's risk appetite and for devising the suite of policies necessary to control the business including the overarching framework and for independently monitoring the risk profile, providing additional assurance where required. The Risk Management Function will leverage their expertise by providing frameworks, tools and techniques to assist management in meeting their responsibilities, as well as acting as a central coordinator to identify enterprise wide risks and make recommendations to address them. Integral to the mission of Second Level Controls is identifying risk areas, detecting situations/activities in need of monitoring and developing

policies to formalize risk assessment, mitigation and monitoring.

Third Level Control- Comprises by the Internal Audit Function which is responsible for providing assurance to the Board on the adequacy of design and operational effectiveness of the systems of internal controls. Internal Audit undertakes on-site inspections/visits to ensure that the responsibilities of each Function are discharged properly (i.e. soundly, honestly and professionally) as well as reviews the Company's relevant policies and procedures. Internal Audit works closely with both the First and Second Level of Controls to ensure that its findings and recommendations are taken into consideration and followed, as applicable.

1.6.1 Risk Management Framework

Managing risk effectively in a Company operating in a continuously changing risk environment requires a strong risk management culture. As a result, the Company has established an effective risk oversight structure and the necessary internal organizational controls to ensure that the Company undertakes the following:

- The adequate risk identification and management
- The establishment of the necessary policies and procedures
- The setting and monitoring of the relevant limits and
- Compliance with the applicable legislation

The Board of Directors meets on a regular basis, and receives updates on risk and regulatory capital matters from management. The Board of Directors reviews regularly (at least annually) written reports concerning compliance, risk management and internal audit policies, procedures and work as well as the Company's risk management policies and procedures as implemented by Management.

As part of its business activities, the Company faces a variety of risks, the most significant of which are described further below. The Company holds regulatory capital against three all-encompassing main types of risk: credit risk, market risk and operational risk.

1.6.2 Risk Appetite Statement

Risk Appetite is the amount and type of risk that the Company is able and willing to accept in pursuing its business objectives. Risk appetite is expressed in both quantitative and qualitative terms and covers all risks, both on-balance sheet and off-balance sheet.

An effective risk appetite statement is empowering in that it enables the decisive accumulation of risk in line with the strategic objectives of the Company while giving the board and management confidence to avoid risks that are not in line with the strategic objectives.

The Company has established a robust Risk Appetite Framework. The Board approves the Risk Appetite which defines the type and amount of risk that the Company is prepared to accept to achieve its objectives. Risk Appetite covers three primary areas:

Table 2 - Risk Appetite areas

Risk Area	Risk Types
Financial	<ul style="list-style-type: none"> • Credit Risk • Market Risk • Liquidity Risk
Reputational	<ul style="list-style-type: none"> • Conduct Risk • Customer Risk • Regulatory Risk • External reputational Risk
Operational & People	The risk associated with the failure of key processes or systems and the risks of not having the right quality and quantity of people to operate those processes

The Risk Appetite framework has been designed to create links to the strategic long term plan, capital planning and the Company's risk management framework.

1.6.3 Risk Culture

Risk culture is a critical element in the Company's risk management framework and procedures. Management considers risk awareness and risk culture within the Company as an important part of the effective risk management process. Ethical behavior is a key component of the strong risk culture and its importance is also continuously emphasized by the management.

The Company is committed to embedding a strong risk culture throughout the business where everyone understands the risks they personally manage and are empowered and qualified to take accountability for them. The Company embraces a culture where each of the business areas is encouraged to take risk-based decisions, while knowing when to escalate or seek advice.

1.7. Declaration of the Management Body

The Board is responsible for reviewing the effectiveness of the Company's risk management arrangements and systems of financial and internal control. These are designed to manage rather than eliminate the risks of not achieving business objectives, and - as such - offer reasonable but not absolute assurance against fraud, material misstatement and loss. The Board considers that it has in place adequate systems and controls with regard to the Company's profile and strategy and an appropriate array of assurance mechanisms, properly resourced and skilled, to avoid or minimize loss.

2. Corporate Governance and Risk Management

The Company's systems of risk management and internal control include risk assessment, management or mitigation of risks, including the use of control processes, information and communication systems and processes for monitoring and reviewing their continuing effectiveness.

The risk management and internal control systems are embedded in the operations of the Company and are capable of responding quickly to evolving business risks, whether they arise from factors within the Company or from changes in the business environment.

2.1. The Board of Directors

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's Risk Management Framework. The Board satisfies itself that financial controls and systems of risk management are robust. The Board comprises of 2 executive directors and 2 non-executive directors.

The Company has in place the Internal Operations Manual which lays down the activities, processes, duties and responsibilities of the Board of Directors, Investment and Risk Committees, Senior Management and staff of the Company across all its departments.

The Company implements and maintains adequate risk management policies and procedures which identify the risks relating to the Company's activities, processes and systems, and where appropriate, set the level of risk tolerated by the Company. The Company adopts effective arrangements, processes and systems, in light of that level of risk tolerance, where applicable.

2.2. Number of Directorships held by members of the Board

The table below discloses the number of directorships held by members of the management body. Directorships in organisations which do not pursue predominantly commercial objectives, such as non-profit or charitable organisations, are not taken into account.

Table 3 - Number of Directorships of the members of the Board of Directors

Director	Function	Number of Directorships
Constantinos Zertalis	Chief Executive Officer	1
Vruyr Gabrielyan	Managing Director	2
Vahe Gevorgyan	Independent, Non-Executive Director	4
Marios Epaminonda	Independent, Non-Executive Director	3

Note: The information in this table is based only on representations made by the Company

2.3. Policy on Recruitment

Recruitment into the Board combines an assessment of both technical capability and competency skills referenced against the Company's leadership framework.

Members of the Board possess sufficient knowledge, skills and experience to perform their duties. The overall composition of the Board reflects an adequately diverse range of experiences across related industries which allow them to understand the Company's activities, including the main risks to ensure the sound and prudent management of the Company as well as sufficient knowledge, of the legal framework governing the operations as a regulated Investment Firm.

2.4. Policy on Diversity

The Company is committed to promote a diverse and inclusive workplace at all levels, reflective of the communities in which it does business. It approaches diversity in the broadest sense,

recognizing that successful businesses flourish through embracing diversity into their business strategy, and developing human capital at every level in the organization.

2.5. Governance Committees

Risk Management Committee

In order to support effective governance and management of the wide range of responsibilities the Board has established the *Risk Management Committee*. The role of the Committee is to provide oversight, review and challenge of the material risks both current and future affecting the business whilst ensuring that there is effective management and control of all key risks and issues facing the Company. The members of the Risk Management Committee are shown in the table below:

Table 4 - Risk Management Committee

Member Name	Function
Constantinos Zertalis	Chief Executive Officer
Vruyr Gabrielyan	Managing Director
Vasilis Zertalis	Risk Manager (Non-voting rights)
Marios Epaminonda	Independent, Non-Executive Director

The Risk Management Committee, inter alia, scrutinizes, and decides on various risks inherent with the operation of the Company with the view to formulate internal policies and measure the performance of the said policies in dealing with the risks associated with the operation of the Company. Moreover, the Risk Management Committee reviews the risk management procedures in place (monitors and controls the Risk Manager in the performance of his duties and the effectiveness of the Risk Management Department).

The Risk Management function operates independently and monitors the adequacy and effectiveness of policies and procedures, the level of compliance to those policies and procedures, in order to identify deficiencies and rectify. The Investment Committee is responsible for monitoring and controlling the Risk Manager in the performance of his/her duties.

The Risk Management Committee meets at least semi-annually, unless the circumstances require extraordinary meetings. Extraordinary meetings can be called by any member of the Risk Management Committee, as well as by the Risk Manager.

Investment Committee

An Investment Committee has been formed to ensure the implementation of a prudent investment policy and the monitoring of the provision of adequate investment services to Clients. The Investment Committee reports directly to the Senior Management and its members are shown in the table below:

Table 5 - Investment Committee

Member Name	Function
Constantinos Zertalis	Chief Executive Officer
Vruyr Gabrielyan	Managing Director
Vahe Gevorgyan	Independent, Non-Executive Director
Vasilis Zertalis	Risk Manager (Non-voting rights)

The Investment Committee is responsible, inter alia:

- (a) to supervise the proper choice of investments (framework for investment decisions)
- (b) to analyze the investment potential and contribute to the elaboration of the investment policy, as applicable
- (c) to determine the Company's pricing policy
- (d) to decide upon the markets and types of Financial Instruments in which the Company shall be active
- (e) to determine the mode, content and frequency of the Client's briefing. Also, to monitor that Retail Clients are informed about their right to request different time frequency of the provision of their periodic statement by the Company, about their investment transactions
- (f) to brief the Internal Auditor, as applicable
- (g) to establish, approve, adjust and monitor the Company Investment Policy in relation to the Portfolio Management, and Investment Advice and Brokerage Departments by using the recommendations of the Head of the Department through the Investment Reports, as applicable
- (h) to review the Company Investment Policy whenever a material change occurs
- (i) to establish risk profile categories for each Client (e.g. conservative, balanced, and growth)
- (j) to analyze the economic conditions and the investment alternatives based on a thorough examination of third party reports
- (k) to select appropriate benchmarks for different type of portfolios, where applicable
- (l) to examine the returns and the associated risks of the Client portfolios, as applicable
- (m) to monitor the collection of the Client information through the filling of the Investment Questionnaire, or information obtained through interviews

2.6 Other Governance Functions

Internal Audit

The Company, taking into account the nature, scale and complexity of its business activities, as well as the nature and the range of its investment services and activities, shall establish and maintain an internal audit function through the appointment of a qualified and experienced Internal Auditor. The Internal Auditor shall be appointed and shall report to the Senior Management and the Board of Directors of the Company.

The Internal Auditor shall be separated and independent of the other functions and activities of the Company. The Internal Auditor shall bear the responsibility to:

- (a) establish, implement and maintain an audit plan to examine and evaluate the adequacy and effectiveness of the Company's systems, internal control mechanisms and arrangements
- (b) issue recommendations based on the result carried out in accordance with point (a)
- (c) verify compliance with the recommendations of point (b)
- (d) provide timely, accurate and relevant reporting in relation to internal audit matters to the Board of Directors and the Senior Management of the Company, at least annually.

The Internal Auditor shall be responsible for applying the Internal Control System (hereinafter, the "ICS"), which shall confirm the accuracy of the reported data and information. Furthermore, the role of the Internal Auditor shall be the programming, on an at least annual basis (as applicable), of checks on the degree of application of the revised ICS

The Internal Auditor shall have clear access to the Company's personnel and books. Likewise, the Company's employees shall have access to the Internal Auditor for the reporting of any significant deviations from the guidelines provided.

The Board shall ensure that internal audit issues are considered when presented to it by the Internal Auditor and appropriate actions shall be taken. The Board shall ensure all issues are dealt with and prioritized according to the Board's assessment.

Compliance Officer

The Board shall ensure regulatory compliance through a comprehensive and pro-active compliance strategy. To this end, the Board shall appoint a Compliance Officer in order to establish, implement and maintain adequate and effective policies and procedures, as well as appropriate systems and controls designed to detect any risk of failure by the Company to comply with its obligations. Further to this, the Compliance Officer will be responsible to, put in place adequate measures and procedures designed to minimize such risk and to enable the competent authorities to exercise their powers effectively. The Compliance Officer shall report to the Senior Management and the Board of Directors of the Company.

The Compliance Officer shall be independent and shall have the necessary authority, resources, expertise and access to all relevant information. The Company currently has an internal and external Compliance Officers who work in conjunction with each other and report collectively to the Board of Directors.

Money Laundering Compliance Officer

The Board shall retain a person to the position of the Company's Money Laundering Compliance Officer (hereinafter the "MLCO") to whom the Company's employees should report their knowledge or suspicion of transactions involving money laundering and terrorist financing. The MLCO shall belong to the higher hierarchical levels/layers of the Company so as to command the necessary authority. The MLCO shall lead the Company's Money Laundering Compliance procedures and processes and report to the Senior Management and the Board of Directors of the Company. In cases where it shall be deemed necessary and following recommendations by the MLCO, assistants to the MLCO shall also be appointed. The Company currently has an internal permanent MLCO Officer who reports directly to the Board of Directors on AML/CFT matters.

2.7 Information flow on risk to the management body

Risk information flows up to the Board directly from the business departments and control functions. The Board of Directors ensures that it receives on a frequent basis, at least annually written reports regarding External Audit, Internal Audit, Compliance Function, Money Laundering and Terrorist Financing; and Risk Management issues and approves the Company's ICAAP report.

The Company throughout the year under review managed its capital structure and made adjustments to it in light of the changes in the economic and business conditions and the risk characteristics of its activities.

During the year under review, the Company's own funds did not drop below the minimum initial capital requirement (i.e. €125,000). The Company fulfilled its obligations by successfully submitting, on a quarterly basis, the CRD IV Forms as required by regulatory guidelines.

In this respect, the minimum Total Capital Adequacy Ratio (i.e. 8%) was maintained by the Company during the year 2018. The Company's Capital Adequacy Ratio as at 31 December 2018 was 50,86% well above the minimum requirement.

3. Own Funds

Own Funds (also referred to as capital resources) is the type and level of regulatory capital that must be held to enable the Company to absorb losses. The Company is required to hold own funds in sufficient quantity and quality in accordance with CRD IV which sets out the characteristics and conditions for own funds.

3.1. Tier 1 & Tier 2 Regulatory Capital

Institutions shall disclose information to own funds of the institution. Furthermore, institutions shall disclose a description of the main features of the Common Equity Tier 1 and Additional Tier 1 instruments and Tier 2 instruments issued by the institution. In this respect, the Company's Tier 1 capital is wholly comprised of Core Tier 1 Own Funds.

The composition of the capital base and capital ratios of the company is shown in the following table:

Table 6 - Composition of the capital base and capital ratios

	Transitional Definition	Full - phased in Definition
	€000	€000
Common Equity Tier 1 (CET1) capital: instruments and reserves		
Capital instruments and the related share premium accounts	245	245
Retained earnings	(73)	(73)
Funds for general banking risk	4	4
Common Equity Tier 1 (CET1) capital before regulatory adjustments	176	176
Common Equity Tier 1 (CET1) capital: regulatory adjustments		
Deposit Compensation Fund	(46)	(46)
Total regulatory adjustments to Common Equity Tier 1 (CET1)	(46)	(46)
Common Equity Tier 1 (CET1) capital	130	130
Additional Tier 1 (AT1) capital	-	-
Tier 1 capital (T1 = CET1 + AT1)	130	130
Tier 2 (T2) capital	-	-
Total capital (TC = T1 + T2)	130	130
Total risk weighted assets	256	256
Capital ratios and buffers		
Common Equity Tier 1	50,86%	50,86%
Tier 1	50,86%	50,86%
Total Capital	50,86%	50,86%

3.2. Main features of Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments

In order to meet the requirements for disclosure of the main features of Common Equity Tier 1, Additional Tier 1 and Tier 2 instruments, the company discloses the capital instruments' main features as outlined below:

Table 7 - Main features of capital instruments

	CET1
Issuer	Aquilla Nummus Ltd
Regulatory Treatment	
Eligible at 30/09/2018	Solo
Instrument type	Common Equity
Amount recognized in regulatory capital	€245,000
Nominal amount of instrument	1,002
Issue Price	€1
Accounting classification	Shareholders' Equity
Original date of issuance	€1000 as at 09/03/2016 €189,000 as at 16/08/2017 €55,000 as at 07/05/2018
Perpetual or dated	Perpetual
Original maturity date	No maturity
Issuer call subject to prior supervisory approval	No
Coupons / dividends	
Fixed or floating dividend/coupon	Floating
Coupon rate and any related index	N/A

During the year the Company issued 1 new ordinary share of par value of €1 at a total premium of €54.999 (2017: 1 new ordinary share of par value of €1 at a total premium of €188.999).

The Company's capital resources consist of CET1 Capital. No additional Tier 1 or Tier 2 available.

3.3. Balance Sheet Reconciliation

Institutions shall disclose a full reconciliation of Common Equity Tier 1 items, Additional Tier 1 items, Tier 2 items and filters and deductions and the balance sheet in the audited financial statements of the institution as follows:

Table 8 - Balance Sheet Reconciliation

	2018
	€000
Equity	
Share capital	1
Share premium	244
Shareholder's contribution	4
Accumulated losses	(12)
(Loss) from current year (audited)	(61)
(-) Deposit Compensation Fund	(46)
Total Own funds	130

4. Compliance with the Regulation

4.1 Internal Capital

The purpose of capital is to provide sufficient resources to absorb unexpected losses over and above the ones that are expected in the normal course of business. The Company aims to maintain a minimum risk asset ratio which will ensure there is sufficient capital to support the Company during stressed conditions. The Company has adopted the Standardised Approach to the calculation of Pillar I minimum capital requirements for Credit Risk.

4.2 Approach to assessing adequacy of Internal Capital

The Company has established an Internal Capital Adequacy Assessment Process (hereinafter, the “ICAAP”), document it in an ICAAP Manual and produce in this regard an ICAAP Report, as per the Circular 26 (Guidelines GD-IF-02) & Circular 27 (Guidelines GD-IF- 03). Upon CySEC’s request the ICAAP Report shall be submitted to CySEC.

The ICAAP report describes how the Company implemented and embedded its ICAAP within its business. The ICAAP also describes the Company’s Risk Management framework e.g. the Company’s risk profile and the extent of risk appetite, the risk management limits if any, as well as the adequate capital to be held against all the risks (including risks other than the Pillar 1 risks) faced by the Company.

5. Pillar I Capital Requirements

The following tables show the overall Pillar I minimum capital requirement and risk weighted assets for the Company under the Standardised Approach to Credit Risk, Market Risk and the Fixed Overheads requirements (new requirement as per the Regulation for Limited Licence CIFs).

5.1 Credit Risk

In the ordinary course of business, the Company is exposed to credit risk, which is monitored through various control mechanisms. Credit risk arises when counterparties fail to discharge their obligations and this could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date.

The Company has policies to diversify risks and to limit the amount of credit exposure to any particular counterparty in compliance with the requirements of the Directive. The Company continuously monitors the fair value calculations, forecast and actual cash flows, and cost budgets so that to ensure that the carrying level of Company’s own funds and consequently the Capital Adequacy ratio meet the regulatory requirements at all times.

No concentrations of credit risk with respect to trade receivables existed at year end. Trade receivables are shown net of any provision made for impairment. The management believes that no additional credit risk, beyond amounts provided for collection losses, is inherent in the trade receivables. Cash balances are held with high credit quality financial institutions and the Company has policies to limit the amount of credit exposure to any financial institution.

5.1.1. Credit Risk Adjustments

Trade receivables are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method, less provision for impairment. For those trading receivables that are 90 days or more past due, in non-accrual status, the Company classifies them as “in default”.

Other receivables are recognized initially at fair value and subsequently measured at amortized cost, using the effective interest method, less provision for impairment. Credit Risk - Risk Weighted Assets

The Company shall disclose the total number of exposures after accounting offsets and without taking into account the effects of credit risk mitigation, and the average amount of the exposures over the period broken down by different types of exposure classes. The Company’s total exposure was as follows:

Table 9 - Exposures by Exposure class as at 31 December 2018				
	Exposure before CRM	Exposure after CRM	Risk Weighted Assets	Capital Requirements
	€000	€000	€000	€000
Exposure class				
Corporate	1	1	1	0
Institutions	131	131	27	3
Other items	4	4	4	0
Total	136	136	32	3

The Regulation requires disclosure for additional asset classes. These have not been shown in the table above as these are nil as at the reporting period.

5.1.2. Credit Risk - Analysis of Average exposures and total amount of exposures after accounting offsets

The Company shall disclose the total amount of exposures after accounting offsets and without taking into account the effects of credit risk mitigation, and the average amount of the exposures over the period broken down by different types of exposures as follows:

Table 10 - Analysis of Average Exposures

	Average Exposure during 2018
	€000
Exposure class	
Corporate	0
Institutions	145
Other items	3
Total	148

5.1.3. Credit Risk - Risk Weighted Assets by Geographical distribution of the exposure classes

The Company shall disclose the geographical distribution of the exposures, broken down in significant areas by material exposures classes. The geographical distribution of the exposure classes of the Company are as follows:

Table 11 - Geographical distribution of the exposure classes

31 December 2018			
Geographical Distribution of the Exposures			
€000			
Exposure class	Cyprus	Bulgaria	Total
Corporate	1	-	1
Institutions	130	1	131
Other items	4	-	4
Total	135	1	136

The Regulation requires disclosure for additional asset classes. These have not been shown in the table above as these are nil as at the reporting period.

5.1.4. Credit Risk - Distribution of exposures by industry

The Company shall disclose the distribution of the exposures by industry or counterparty type, broken down by exposure classes, including specifying exposure to SMEs, and further detailed if appropriate as follows:

Table 12 - Exposures by industry

	Banking/Financial services	Other	Total
	€000	€000	€000
Exposure class			
Corporate	-	1	1
Institutions	131	-	131
Other	-	4	4
Total	131	5	136

5.1.6 Residual maturity broken down by exposure classes**Table 13 - Residual maturity broken down by exposure class**

	Residual Maturity < 3 months	Residual Maturity >3 months	Total
Exposure	€000	€000	€000
Corporate	-	1	1
Institutions	131	-	131
Other	-	4	4
Total	131	5	136

5.2. Use of ECAIs

The Company shall disclose the names of the nominated ECAIs and the exposure values along with the association of the external rating with the credit quality steps. In determining risk weights for use in its regulatory capital calculations, the Company uses Moody's as External Credit Assessment Institution (ECAI) and the exposure values with their associated credit quality steps are as follows:

The general ECAI association with each credit quality step is as follows:

Table 14 - ECAI association with each credit quality step

Credit Quality Step	Moody's Rating	Corporate	Institutions		Sovereign	
			Sovereign method	Credit Assessment method		
				Maturity > 3 months		Maturity 3 months or less
1	Aaa to Aa3	20%	20%	20%	20%	0%
2	A1 to A3	50%	50%	50%	20%	20%
3	Baa1 to Baa3	100%	100%	50%	20%	50%
4	Ba1 to Ba3	100%	100%	100%	50%	100%
5	B1 to B3	150%	100%	100%	50%	100%
6	Caa1 and below	150%	150%	150%	150%	150%

Exposures to unrated institutions are assigned a risk weight according to the credit quality step to which exposures to the central government of the jurisdiction in which the institution is incorporated, as specified in Article 121 of CRR. Notwithstanding the general treatment mentioned above, short term exposures to institutions could receive a favorable risk weight of 20% if specific conditions are met.

The Public sector entity includes the Company's exposure to Investors' Compensation Fund as per paragraph 13(3) of Directive DI144-2014-15 on the national discretions of CySEC.

Exposure values pre- and post-credit risk mitigation, by credit quality step.

Table 15 - Exposures before and after credit risk mitigation as at 31 December 2018

Asset Class	CQS (€000)	N/A (€000)	Total (€000)
Corporate	-	1	1
Institutions	131	-	131
Other Items	-	4	4
Total	131	5	136

5.3. Market Risk

Market risk can be defined as the risk of losses in on and off-balance sheet positions arising from adverse movements in market prices. From a regulatory perspective, market risk stems from all the positions included in banks' trading book as well as from commodity and foreign exchange risk positions in the whole balance sheet.

As a limited license CIF, the Company does not deal for its own account. Market risk is therefore limited to movements in foreign exchange rates.

Foreign Exchange Risk

The Company's reporting currency is Euro. Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

As at 31/12/2018 the Company had no exposure to currencies other than the reporting currency.

The Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

5.3.1. Interest Rate Risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates. Other than cash at bank, which attracts interest at normal commercial rates, the Company has no other significant interest bearing financial assets or liabilities.

The Company's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

5.4. Fixed Overheads

Following the CRDIV implementation, Operational Risk is replaced by Fixed Overheads requirements for "Limited License" CIFs pursuant to Article 97 of the CRR.

The purpose of this new requirement is to enable CIFs to protect their investors in case of winding down or restructuring their activities and to hold sufficient financial resources to withstand operational expenses over an appropriate period of time. In this respect, investment firms are required to hold eligible capital of at least one-quarter of the fixed overheads of the previous year based on the most recent audited annual financial statements, or projected fixed overheads in the case where an investment firm has not completed business for one year.

In addition to holding eligible capital of at least one-quarter of the fixed overheads of the previous year, CIFs have to calculate their total risk exposure based on fixed overheads. The Company keeps Eligible Capital of €130,000 while its Regulatory Fixed Overheads Requirement is €21,000.

CIFs have to calculate their total risk exposure based on fixed overheads. The Total Risk Exposure Amount for Limited License CIFs is the greater of the Total risk exposure amount (excluding Operational Risk) and the Fixed Overhead of the preceding year (or projected expenses as applicable) (x 12.5 x 25%).

The Company's Fixed Overheads Risk Exposure amount is provided by the table below:

Table 16 - Fixed Overheads Risk Exposure amount analysis

Fixed Overheads	Fixed Overheads Requirements	Fixed Overheads Risk Exposure Amount
€000	€000	€000
82	21	256

The Company did not complete three years of active trading at the time of the prepared most recent audited financial statements, and as such, as per Article 97 (3) of the Regulation 575/2013, the fixed overheads calculation of the next year was based on the Business Plan Projections of the Company as submitted to the Commission.

6. Other Risks

6.1. Concentration Risk

For the purposes of calculating large exposures, exposures means any asset or off-balance sheet item without application of the risk weights or degrees of risk there provided for.

The Company is not subject to the Large Exposures regime, in accordance with Article 388 of the CRR due to the fact that it is a Limited Licence CIF (under Articles 95(1) of the CRR). Nevertheless, according to Directive DI144-2014-14 and DI144-2014-14(A) for the Prudential Supervision of Investment Firms, Paragraph 61, Limitations on exposures to directors and shareholders, a CIF is not allowed to have exposures to a director more than 1% and to a shareholder that is not an institution, more than 2% of its eligible capital. Exposures to shareholders and directors are monitored and kept within the limits.

6.2. Reputation Risk

Reputation risk is the current or prospective risk to earnings and capital arising from an adverse perception of the image of the Company on the part of customers, counterparties, shareholders, investors or regulators. Reputation risk could be triggered by poor performance, the loss of one or more of the Company's key directors, the loss of large clients, poor customer service, fraud or theft, customer claims and legal action, regulatory fines.

The Company has transparent policies and procedures in place when dealing with possible customer complaints in order to provide the best possible assistance and service under such circumstances. The possibility of having to deal with customer claims is very low as the Company provides high quality services to clients.

6.3. Strategic Risk

Strategic Risk could occur as a result of adverse business decisions, improper implementation of decisions or lack of responsiveness to changes in the business environment. The Company's exposure to strategic risk is moderate as policies and procedures to minimize this type of risk are implemented in the overall strategy of the Company.

6.4. Business Risk

Business Risk includes the current or prospective risk to earnings and capital arising from changes in the business environment including the effects of deterioration in economic conditions. Research on economic and market forecasts are conducted with a view to minimize the Company's exposure to business risk. These are analyzed and taken into consideration when implementing the Company's strategy.

6.5. Capital Risk

Capital Risk is the risk that the Company will not comply with capital adequacy requirements. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company has a regulatory obligation to monitor and implement policies and procedures for capital risk management. Specifically, the Company is required to test its capital

against regulatory requirements and has to maintain a minimum level of capital. This ultimately ensures the going concern of the Company. Such procedures are explained in the Procedures Manual of the Company.

The Company is further required to report on its capital adequacy quarterly and has to maintain at all times a minimum capital adequacy ratio which is set at 8%. The capital adequacy ratio expresses the capital base of the Company as a proportion of the total risk weighted assets. Management monitors such reporting and has policies and procedures in place to help meet the specific regulatory requirements. This is achieved through the preparation on a monthly basis of management accounts to monitor the financial and capital position of the Company.

6.6. Regulatory Risk

Regulatory risk is the risk the Company faces by not complying with relevant Laws and Directives issued by its supervisory body. If materialized, regulatory risk could trigger the effects of reputation and strategic risk. The Company has documented procedures and policies based on the requirements of relevant Laws and Directives issued by the Commission; these can be found in the Procedures Manual. Compliance with these procedures and policies are further assessed and reviewed by the Company's Internal Auditors and suggestions for improvement are implemented by management. The Internal Auditors evaluate and test the effectiveness of the Company's control framework at least annually. Therefore the risk of non-compliance is very low.

6.7. Legal and Compliance Risk

Legal and Compliance Risk could arise as a result of breaches or non-compliance with legislation, regulations, agreements or ethical standards and have an effect on earnings and capital. The probability of such risks occurring is relatively low due to the detailed internal procedures and policies implemented by the Company and regular reviews by the Internal Auditors. The structure of the Company is such to promote clear coordination of duties and the management consists of individuals of suitable professional experience, ethos and integrity, who have accepted responsibility for setting and achieving the Company's strategic targets and goals. In addition, the board meets at least annually to discuss such issues and any suggestions to enhance compliance are implemented by management.

6.8. IT Risk

IT risk could occur as a result of inadequate information technology and processing, or arise from an inadequate IT strategy and policy or inadequate use of the Company's information technology. Specifically, policies have been implemented regarding back-up procedures, software maintenance, hardware maintenance, use of the internet and anti-virus procedures. Materialization of this risk has been minimized to the lowest possible level.

6.9. Risk Reporting

The Company maintains a system in place to record any risk event incurred on a special form duly completed by personnel of each department and is submitted to the Compliance officer and Risk manager when such event occur.

6.10. Liquidity Risk

Liquidity risk is defined as the risk when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has policies and procedures with the object of minimizing such losses.

7. Remuneration policy

The Company has established a remuneration policy, which its purpose is to set out the remuneration practices of the Company taking into consideration the salaries and benefits of the employees, in accordance with the provisions of Directive as well as the Circular 031 and C138 (Circular 031 has been issued in place of Guidelines GD-IF-07 for the correct filing purposes) on remuneration policies and practices, where these comply with specific principles in a way and to the extent that is appropriate to the Company's size, internal organization and the nature, scope and complexity of its activities.

The design of the Policy is approved by the people who effectively direct the business of the Company, after taking advice from the compliance function, and implemented by appropriate functions to promote effective corporate governance. The people who effectively direct the business should be responsible for the implementation of remuneration policies and practices and for preventing and dealing with any relevant risks that remuneration policies and practices can create. The Board of Directors discusses remuneration policy matters at least annually.

Furthermore, the Policy should also benefit from the full support of senior management or, where appropriate, the supervisory function, so that necessary steps can be taken to ensure that relevant persons effectively comply with the conflicts of interest and conduct of business policies and procedures.

Finally, the Policy should also adopt and maintain measures enabling them to effectively identify where the relevant person fails to act in the best interest of the client and to take remedial action.

7.1. Remuneration System

The Company's remuneration system and policy is concerned with practices of the Company for those categories of staff whose professional activities have a material impact on its risk profile, i.e. the Senior Management and members of the Board of Directors; the said practices are established to ensure that the rewards for the 'executive management' are linked to the Company's performance, to provide an incentive to achieve the key business aims and deliver an appropriate link between reward and performance whilst ensuring base salary levels are not set at artificially low levels. The Company uses remuneration as a significant method of attracting and retaining key employees whose talent can contribute to the Company's short and long term success.

The remuneration mechanisms employed are well known management and human resources tools that take into account the staff's skills, experience and performance, whilst supporting at the same time the long-term business objectives.

The Company's remuneration system takes into account the highly competitive sector in which the Company operates, and the considerable amount of resources the Company invests in each member of the staff.

It is noted that the Company has taken into account its size, internal organisation and the nature, the scope and the complexity of its activities and it does not deem necessary the establishment of a specific remuneration committee. Decisions on these matters are taken on a Board of Directors level while the remuneration policy is periodically reviewed.

The total remuneration of staff currently consists of a fixed and a variable component (which shall not exceed 100% of the fixed component). The remuneration varies for different positions/roles depending on each position's actual functional requirements, and it is set at levels which reflect the educational level, experience, accountability, and responsibility needed for an employee to perform each position/role. The remuneration is also set in comparison with standard market practices employed by the other market participants/ competitors. Variable remuneration shall be paid in cash, either via wire transfer or by cheque issued on the employee's name and shall be based on the Employee contribution and the profits of the Company.

During the year under review, there was no variable remuneration component while no remuneration was payable under deferral arrangements (with vested or unvested portions). Finally the Company did not pay any non-cash remuneration.

7.2. Performance Appraisal

The Company implements a performance appraisal method, which is based on a set of Key Performance Indicators, developed for each business unit. These Indicators include quantitative as well as qualitative criteria. The appraisal is being performed as follows:

- a. Objectives are set in the beginning of each month, quarter and/or year (each department is being appraised on different periods) defining what the Company functions, departments and individuals are expected to achieve over an upcoming period of time.
- b. Performance checks and feedbacks: managers provide support and feedback to the concerned staff during the time periods decided, during the daily activities or during formal or informal performance reviews; the aim is to assist the staff to develop their skills and competencies.
- c. Annual performance evaluation: takes place annually, usually at the end of each year.

7.3. Remuneration of Senior Management Personnel and Directors

The remuneration of the senior management personnel of the Company, including Board of Directors, is shown below:

Table 17 - Remuneration analysis split by Senior Management and other risk takers / other staff

2018	Number of beneficiaries	Fixed reward (€000)	Variable reward (€000)	Total (€000)
Senior Management and Department Heads	3	30	0	30

Companies are required to disclose the number of natural persons that are remunerated Euro 1 million or more per financial year, in pay brackets of €1 million, including their job responsibilities, the business area involved and the main elements of salary, bonus, long-term award and pension contribution. Nevertheless, currently there are no natural persons at the Company that are remunerated Euro 1 million or more per financial year and as such the above disclosure is not applicable to the Company. No sign-on payments have been awarded during 2018, while no severance payments were paid during the year.

Appendix I - Information flow on risk to management body

	Report Name	Owner of Report	Recipient	Frequency
1	Risk Management Report	Risk Manager	CySEC, Board of Directors	Annual
2	Internal Capital Adequacy Assessment Process	Risk Manager, Board of Directors	CySEC, Board of Directors	Annual
3	Compliance Report	Compliance Function Officer	CySEC, Board of Directors	Annual
4	Internal Audit Report	Internal Auditor	CySEC, Board of Directors	Annual or more frequent upon management request
5	Money Laundering Compliance Officer Report	Money Laundering Compliance Officer	CySEC, Board of Directors	Annual
6	Investment Committee decisions	Board of Directors	Board of Directors	Upon request
7	Risk Committee decisions	Board of Directors	Board of Directors	Upon request