

# Raymond James Financial International ('RJFI')

## ORDER EXECUTION POLICY

### INTRODUCTION

As required by the Markets in Financial Instruments Directive II 2014/65/EU as transposed and/or on-shored in the United Kingdom ('MiFID II'), this Order Execution policy sets out the arrangements and terms set out by RJFI for complying with the obligation to take all sufficient steps to obtain the best possible result, when executing and/or receiving and transmitting client orders.

This policy is provided to you by Raymond James Financial International Limited ('RJFI'), company number 03127076, registered in England and Wales, with its principal place of business at Ropemaker Place, 25 Ropemaker Street, London, United Kingdom, EC2Y 9LY. RJFI is authorised and regulated by the UK Financial Conduct Authority ('FCA') to conduct investment business, with financial services register number 188244.

This policy should be read in conjunction with RJFI's standard Terms of Business.

### SCOPE

The best execution obligation applies to professional clients and retail clients only. RJFI only deals with professional clients and therefore does not receive any order for or on behalf of retail clients. This policy applies to orders of professional clients accepted by RJFI to buy or sell equity securities, debt securities, derivatives and exchange traded options. RJFI will take all sufficient steps to achieve the best overall trading result for its clients when executing, and when receiving and transmitting their orders.

### RECEPTION AND TRANSMISSION OF ORDERS FOR EXECUTION

RJFI generally provides a reception and transmission of orders ('RTO') service as part of its sales and trading business. This means that in general RJFI does not deal or execute transactions, but will receive and transmit your order to a broker, and will be involved in ensuring the transaction is executed in accordance with your instructions service, and can provide services on a name passing basis.

For Electronic Trading Services services (see below) we act on an introducer basis only.

In meeting its obligation to obtain, on a consistent basis, the best possible result for a client, RJFI transmits orders:

- in relation to US securities to its affiliate Raymond James & Associates, Inc. ('RJA'); and
- in relation to European securities to Cowen or Liberum, or another broker, or to a venue, as it considers appropriate.

When providing the RTO service, RJFI will rely on RJA, Cowen, Liberum or another broker to determine whether to further transmit the order to another broker, or to execute the trade which would include the selection of the execution venue. RJA complies with local (US) requirements in respect of best execution (and is not itself subject to MiFID II) however RJFI will obtain information from RJA in order that it can determine RJA is subject to rules which result in an equivalent outcome to MiFID II best execution obligations. Cowen and Liberum comply with the UK MiFID II best execution rules.

RJFI may enter into other commercial arrangements with Cowen, Liberum or other third party brokers that are distinct to the execution relationships.

### Electronic Trading Services

With respect to our Electronic Trading Services business, all instructions and orders will be communicated directly by you to our affiliate RJA. We will be responsible for the relationship which includes facilitating the

access to RJA's systems, costs and charges and transaction confirmations. However, RJA will be responsible for best execution for these services.

Review of brokers

RJFI will review its selected broker(s) periodically, and will regularly check the effectiveness of the quality of execution of the brokers, including by:

- either (a) satisfying itself that the broker has appropriate arrangements in place to enable RJFI to comply with its best execution obligations to its client, or (b) determining the ultimate execution venue and providing specific instructions to the broker executing the order; and
- carrying out real time monitoring of trade execution quality by its sales-traders; and
- carrying out ex-post monitoring of execution monitoring utilising:
  - third party data analytics providers;
  - front office review; and
  - review of MiFID II mandated execution disclosures, in particular its RTS 28 disclosures.

Approach to selecting brokers

When selecting an affiliate or third-party broker to execute, Raymond James Group will take all sufficient measures to ensure that the affiliate or third-party broker obtains the best possible trading result for RJFI's clients, subject to the Execution Factors (listed below) and their relative importance to the transaction.

Therefore, from time to time RJFI may arrange execution of orders with brokers that are not listed in this Policy, where we deem it appropriate in accordance with this Policy.

Our selective approach is due to the cost efficiencies we consider this brings and which are reviewed. We believe it would not be cost effective to become a member of all liquidity pools without assessing their capacity to provide a significant improvement in terms of liquidity and prices. In selecting brokers Raymond James Group will ensure that the end broker has access to on one or more of the following types of execution venues:

- Regulated markets;
- MTFs or OTFs;
- SIs (itself or third parties);
- Internal sources of liquidity (matching client orders);
- Proprietary trading desks of its affiliates dealing as principal or acting as a liquidity provider;
- Third party investment firms and brokers acting as market makers; and
- Other liquidity providers within and outside the United Kingdom.

Execution venues other than regulated markets, MTFs, OTFs and SIs may be used only in those instances where the client has provided its prior consent (also applicable to US securities).

This approach will be based on an analysis of significant historical data with a view to evaluating the following criteria:

Core Factors			Discriminating factors	
Liquidity	Probability of Execution	Credit risk as regards the clearing process attached to the Venue	Operational risk in terms of	
			System availability	Speed of Execution

**EXECUTING ORDERS**

Notwithstanding the above, in limited circumstances, RJFI may deal as agent or on a matched principal basis, and therefore will execute orders itself. RJFI may also engage an affiliate firm to execute or arrange transactions to the extent it considers appropriate. Where RJFI does execute a client order, RJFI will take all sufficient steps to obtain, on a consistent basis, the best possible execution result for the client by taking into account the execution factors defined below.

**EXECUTION FACTORS**

RJFI will take all sufficient steps to obtain, on a consistent basis, the best possible result for the client by taking into consideration the following factors:

- Price;
- Cost and speed of execution;
- Trading characteristics of the financial instrument subject to the order;
- Likelihood of execution and settlement;
- Order size;
- Nature of order
- Opportunity for price improvement; and
- Any other considerations deemed relevant by RJFI.

RJFI will exercise its own discretion to determine the relative importance of the above factors to an order, including taking into consideration the characteristics of the:

- Classification of the client;
- Client's order;
- Financial instrument that is the subject of the order; and
- Execution venues to which the order can be directed;

The relative important of these factors will differ depending on each order. For example, RJFI's ability to work an order to deliver the results requested by the client, means this engagement may be more important than the underlying execution venue to which the order can be directed.

While **execution price** will normally be considered the most important factor in obtaining the best overall result for a client, the diverse and dynamic nature of markets for different financial instruments may require RJFI to appropriately determine that other factors listed above are more important than price in obtaining the best overall result for a client with respect to any particular order executed on behalf of a client. For example, in some markets price volatility may mean that timeliness of execution is a priority, whereas in an illiquid market the fact of execution may itself constitute best result.

In **exceptional circumstances**, where volumes and/or volatility are at an extreme, market operator system constraints may require automated trading solutions to be turned off and/or electronic routing facilities to be suspended in favour of manual execution. Such events lead to execution delays and increased volatility. Clients should be aware that in such circumstances:

- An order may be executed at a substantially different price from the quoted bid or offer, or the last reported trade price at the time of order entry, or an order may only be partially executed or may be executed in several shapes at different prices; and
- Opening prices may differ significantly from the previous day's close.

## **EXEMPTIONS FROM THE OBLIGATION OF BEST EXECUTION**

Notwithstanding the intentions expressed above, RJFI is not obliged to provide best execution under the following circumstances:

### Eligible Counterparties

If you are classified as an eligible counterparty, and in accordance with Regulatory Rules, RJFI will have no duty of best execution to you.

### Market Practices

RJFI will owe best execution obligations where a client "legitimately relies" on RJFI to protect its interest. There are certain market practices which indicates that a client is not relying on RJFI in this way. For example, in the wholesale OTC derivatives and bond markets (and for the avoidance of doubt this would include derivatives in equities, energy and commodities as recognised by the FCA) it is normal market practice for buyers and sellers to 'shop around' by approaching several dealers for a quote. In these circumstances it is unlikely that the client

is relying on RJFI to protect its interest when it requests or takes a price (an RFQ). However, such market practices are indications only, and each transaction will need to be assessed individually.

### Specific Client Instructions

When you provide RJFI with specific instructions with respect to an order or any particular aspect of your order, including an instruction for your trade to be executed on a specific venue, RJFI will execute the order or receive and transmit the order in accordance with your specific instructions.

However, this means that your instructions may prevent RJFI from taking the steps that it has designed and implemented in this Order Execution Policy to obtain the best possible results, and in following your instructions, RJFI will be deemed to have taken all sufficient steps to provide the best possible result for you in respect of your order.

When a client's specific instructions only relate to part of an order, RJFI will continue to apply its order execution policy to those portions of the order not covered by specific instructions.

### **MONITORING AND REVIEW**

RJFI will monitor the effectiveness of its order execution policy and arrangements in order to, identify and, where appropriate, incorporate any amendments to procedures. RJFI will assess, on a regular basis, whether its affiliates or third-party brokers included in the order execution policy provide for the best possible result for its clients or whether RJFI needs to make changes to its execution arrangements. RJFI will review its order execution policy and arrangements at least annually or whenever a material change occurs that affects its ability to continue to obtain the best possible result for the execution of client orders on a consistent basis using the venues included in its order execution policy. Any required changes to this policy will be carried out in accordance with the Variation section of the RJFI Terms of Business.

### **COMPLIANCE WITH REGULATORY OR LEGAL RESTRICTIONS ON SHORT-SELLING OF FINANCIAL INSTRUMENTS**

RJFI has implemented policies to ensure it complies with Regulatory Rules as regards the provision of services. However, due to the nature of its service, it may need to rely on its client's representations to ensure that any orders passed to RJFI for execution will not be in breach of any short selling restrictions. RJFI cannot accept any responsibility for the failure of its clients or connected parties to comply with any legal or regulatory restrictions relating to the short selling of any financial instruments. Where such restrictions on short selling of financial instruments are in place, clients are deemed to represent at the time of each relevant sell order that:

- the sale of that instrument is not a prohibited short sale; and
- the sale of any security is a covered sale for which it has the relevant security available for delivery on trade date.

### **CONSENT**

RJFI is required to obtain its professional client's prior consent to this order execution policy. You will be deemed to provide such consent when you first submit an order to RJFI.

### **REGULATORY RULES**

RJFI's best execution obligation extends only to the steps that RJFI is required to take under Regulatory Rules to comply with this. You remain responsible for your own investment decisions and RJFI will not be responsible for any market trading loss you suffer as a result of those decisions.