Appendix No. **28**
to the Client Service Regulations
Approved by Order No. **01-27**
of the Director of **Rioni Capital LLC**
______________________________ Badri Gobechia
dated *28 October* **202**5

PRICING POLICY

of Brokerage Company “Rioni Capital”

TBILISI
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1. GENERAL CONCEPTS

1.1. Scope of application.

1.1.1. This Pricing Policy of Rioni Capital LLC (hereinafter referred to as the Broker) (hereinafter referred to as the "Policy") defines the principles, approaches, methodologies and procedures for the formation, amendment and disclosure of tariffs, commissions and other fees (hereinafter referred to as the "Commissions") charged by the Broker in the provision of investment and ancillary services to Clients.

1.1.2. The specific amounts of the Commissions, calculation examples, as well as the list of free and paid services, shall be established in a separate document, "Tariffs for Retail Clients" (hereinafter referred to as the "Tariffs"). In the event of any inconsistency between the Policy and the Tariffs, the provisions of the Policy shall prevail with respect to principles and procedures, and the Tariffs shall prevail with respect to specific rates.

1.1.3. Overall responsibility for approval and review of the Policy lies with the Broker's Board of Directors (or another authorised body determined by the Charter).

1.1.4. The Policy applies to all structural subdivisions of the Broker involved in:

- development of products and services;
- establishment and review of Commissions;
- informing Clients about tariffs and amendments.

1.1.5. The Policy has been developed taking into account:

- the requirements of the legislation of Georgia and the normative acts of the National Bank of Georgia (NBG) in terms of protection of consumers of financial services, transparency of tariffs and prevention of unfair commercial practices;
- best international practices, including the approaches enshrined in the EU MiFID II Directive with respect to disclosure of costs and commissions to investors;
- the Broker's internal documents (for example, the Service Rules, Risk Management Policy, Best Execution Policy, etc.)

1.2. Terms and definitions adopted within the framework of this Regulation:

Accounting Department – Department responsible for accounting.
AML Division – Control and internal reporting department.
Analytical Department – Department responsible for analytics and analysis of client needs.
IT Department – Information technology department or its structural subdivisions entrusted with the function of maintaining and developing information technologies, as well as information and technological security.
Safekeeping Department – Internal accounting department or its structural subdivisions entrusted with the function of maintaining Internal records of Transactions and Operations with assets.
Trading Desk – the trading division within the Organisation that enters into transactions in financial instruments.
Treasury Department – Broker's Treasury.

Other terms not specifically defined in this Regulation shall be used in the meanings established by the Organisation's Client Service Regulations, the Broker's Glossary, as well as normative documents regulating the circulation of assets and other normative acts of Georgia.

2. ALLOCATION OF RESPONSIBILITY AND CONTROL

2.1. In order to comply with the rules and measures described in this Policy, the following functions are assigned to the Organisation's divisions:

2.1.1. Accounting Department / Treasury Department – calculation of economically justified ranges of Commissions.

2.1.2. Analytical Department / Trading Desk – initiation of tariff changes, analysis of the competitive environment and client needs, assessment of the impact on the Broker's profitability.

2.1.3. Risk Department – assessment of the impact of the Commission structure on the risk profile of the Broker and clients, approval of margin lending rates.

2.1.4. AML Division – control of compliance of the Commissions with legislation, NBG requirements, as well as internal policies on conflicts of interest, consumer protection, etc.

2.1.5. Safekeeping Department / IT Department – correct implementation of the Tariffs in accounting and operational systems, control of the correctness of calculation and deduction of Commissions.

3. MAIN OBJECTIVES AND PRINCIPLES OF PRICING

3.1. The purpose of this Policy is to establish a transparent, predictable and economically justified mechanism for the formation of Commissions, ensuring:

- the Broker's long-term financial sustainability;
- competitiveness of tariffs in the target markets;
- protection of Clients' interests, including prevention of hidden or unfair charges;
- compliance with applicable regulatory requirements.

3.2. In establishing and reviewing the Commissions, the Broker shall be guided by the following principles:

3.2.1. **Transparency** – the structure and composition of the Commissions, including remuneration of third parties (prime brokers, clearing and custodial organisations, market data providers, etc.), shall be disclosed to the Client in an accessible form.

3.2.2. **Reasonableness** – the Commissions shall be formed taking into account:

- the Broker's direct and indirect costs;
- the market price level for similar services;
- risks associated with this type of service (credit, market, operational, etc.);
- business profitability requirements.

3.2.3. **Absence of discrimination and prejudice** – Clients of the same category and with comparable parameters (transaction volume, risk profile, services used) shall be serviced according to uniform pricing principles; individual terms are permitted only within the framework of the criteria described in Clause 6.3.2. of the Policy.

3.2.4. **Proportionality and fairness** – the Commissions shall correspond to the complexity and resource intensity of the service, shall not lead to a disproportionate burden on the Client and shall not create hidden conflicts of interest.

3.2.5. **Systemicity and sustainability** – pricing shall be based on uniform methodologies applicable to all product lines, taking into account the Broker's long-term strategy.

3.2.6. **Review and Compliance control** – the Commissions shall not encourage practices contrary to the risk management policy, the conflict of interest prevention policy and the regulator's requirements.

3.3. Principle of compensation of third-party costs:

3.3.1. In the course of providing services, the Broker uses third-party infrastructure (trading organisers, clearing organisations, custodians, banks, prime brokers, market data providers and other counterparties).

3.3.2. Depending on the nature of the service and the selected service model, the following models of accounting for and compensation of such costs shall apply:

- the Broker's tariff includes third-party costs;
- the Broker's tariff does not include third-party costs, which are re-invoiced to the Client in the actual amount;

- the Broker’s tariff is zero, while the Client compensates third-party costs in full.

3.3.3. The specific applicable model shall be determined by the Client Service Regulations and the relevant Tariffs.

4. SCOPE OF APPLICATION AND LIST OF SERVICES

4.1. This Policy applies to the Commissions charged by the Broker for the following main groups of services (the list may be уточнён in the Tariffs):

4.1.1. Brokerage services for transactions in financial instruments (shares, bonds, ETFs, derivatives, etc.) on regulated markets and the over-the-counter market.

4.1.2. Margin lending and other forms of Client financing against collateral of securities and/or cash.

4.1.3. Custodial and ancillary services (accounting and safekeeping of assets, processing of corporate actions, etc.).

4.1.4. Foreign exchange and conversion transactions related to investment services.

4.1.5. Information and analytical services, access to trading and analytical platforms, market data.

4.1.6. Other services provided for by the Broker’s internal documents and licence.

4.2. The Policy also regulates interaction with external service providers (prime brokers, clearing organisations, market data counterparties, etc.) with respect to inclusion of their tariffs in the Client’s final Commissions.

5. DISCLOSURE OF COSTS AND COMMISSIONS TO CLIENTS

5.1. The Broker shall ensure that Clients are provided with information on costs and commissions before conclusion of the agreement (ex ante) and after its execution (ex post), to the extent applicable, in accordance with MiFID II best practices for cost disclosure.

5.2. Information on costs and commissions may include:

- a summary table of the Client’s direct and indirect costs;
- an indication of which Commissions are retained by the Broker and which are charged in favour of third parties;
- illustrative examples of the impact of aggregate costs on investment returns over different time horizons.

5.3. The formats and composition of the disclosed information shall be determined by the Broker’s internal documents (report templates, statement formats, client reports, etc.).

6. CLIENT CLASSIFICATION AND TARIFF DIFFERENTIATION

6.1. Commissions may differ depending on the Client category determined in accordance with applicable regulatory requirements and the Broker’s internal rules (for example, retail Client / professional Client).

6.2. Tariff differentiation is allowed according to the following parameters:

- type of Client (individual/legal entity, institutional Client);
- volume and frequency of transactions, assets under management/in servicing;
- global markets and instruments used (USA, EU, Georgia, etc.);
- use of margin lending and/or complex products;
- service channel used (standard online channel, API access, individual support, etc.).

6.3. The following are adopted by the Broker:

6.3.1. Basic tariffs (tier-based) – available to Clients of the relevant Client category where the corresponding tier structure is provided for by the Tariffs for the relevant Client category.

6.3.2. "All inclusive" tariff regime – is a separate special service regime and does not relate to the system of tier-based tariffs.

6.3.3. The grounds and procedure for application of the "All inclusive" tariff regime shall be determined by the Client Service Regulations and the Agreement, including cases in which the Broker shall be entitled to transfer the Client to the said regime with prior notice.

6.3.4. The Pricing Policy establishes only the principal approach to the formation of the cost of services under the "All inclusive" regime and does not determine the grounds for transferring the Client to such regime.

6.3.5. Individual tariffs, formalised by a separate Supplementary Agreement with the Client, may be provided:

- to large institutional Clients and/or Clients with high transaction volumes;
- within the framework of marketing campaigns and loyalty programmes;
- by decisions of the risk committee within the established range.

7. COMMISSION FORMATION METHODOLOGY

7.1. General approaches

7.1.1. In forming the Commissions for each service group, the Broker shall take into account:

- the cost component (direct costs for infrastructure, external service providers, licences, payment processing, risk capital, etc.);
- market benchmarking – tariff benchmarks of comparable brokers/financial institutions in the relevant markets;
- risk premium – a surcharge for the credit, market and operational risk assumed by the Broker;
- strategic goals – target margin, positioning (mass/premium/digital broker), payback requirements.

7.1.2. Specific formulas and ranges for each service group shall be fixed in working methodologies and/or internal tables for Tariff calculation (back-office/financial service working documents not intended for Clients).

7.2. Brokerage commissions for transactions

7.2.1. Commissions for brokerage services (execution of transactions) may be calculated on the basis of:

- a fixed rate per transaction (per ticket);
- a percentage of the transaction volume (ad valorem);
- a combined model (fixed part + percentage of volume);
- tiered tariffs (reduction of the percentage rate as turnover volume for the period increases).

7.2.2. When establishing rates, the Broker shall take into account:

- tariffs of relevant exchanges, clearing and custodial organisations;
- commissions and/or spreads of prime brokers and external intermediaries;
- costs of execution infrastructure and risk management.

7.2.3. The following may be established separately:

- fees for transactions in external markets (USA, EU, etc.);
- commissions for transactions in low-liquidity/specific instruments;
- commissions for over-the-counter (OTC) transactions, where permitted.

7.3. Commissions for margin lending

7.3.1. The cost of margin lending shall be formed as follows:
margin lending interest rate = Base funding rate + Risk premium by the Client's risk group and asset type.

7.3.2. The following may be used as the base rate:
- funding cost in the relevant currency (interest rates on credit lines, deposits, repo markets, etc.);
- the Broker's internal indicative benchmark.

7.3.3. The risk premium depends on:
- the Client's category and credit profile;
- the level of margin leverage and portfolio volatility;
- concentration of positions and/or use of complex instruments.

7.3.4. The policy on margin rates shall be aligned with the Risk Management Policy and may include:
- differentiation of rates by leverage levels;
- surcharges for the use of margin in certain asset classes;
- increased rates in case of breaches of margin-call discipline and/or deterioration in the quality of collateral.

7.4. Custodial and service fees

7.4.1. The following may be charged for services relating to accounting, safekeeping and servicing of assets:
- periodic safekeeping commissions (monthly/quarterly/annual) as a percentage of the value of assets or as a fixed amount;
- commissions for processing corporate actions;
- transfer/reissuance of securities;
- transfer of assets to third parties, etc.

7.4.2. In forming such Commissions, the following shall be taken into account:
- tariffs of external custodians and depositories;
- the volume and structure of the Client's assets;
- the required level of reporting and support.

7.5. Foreign exchange and conversion transactions

7.5.1. The cost of foreign exchange transactions for Clients shall be formed:
- through a margin to the interbank rate (spread between the Client's transaction rate and the reference market rate);
- and/or through a separate conversion commission.

7.5.2. The size of the foreign exchange margin may depend on:
- transaction volume;
- currency pair;
- market liquidity and volatility;
- Client category.

7.5.3. The Broker shall disclose to the Client the method for determining the base rate (for example, reference to quotations of certain liquidity providers or information systems).

7.6. Information, analytical and technological services

7.6.1. Commissions may be charged:
- for access to trading/analytical platforms (terminals, mobile applications, API, etc.), where such access exceeds the basic functionality;
- for subscription to analytical materials, research, signals, etc.;
- for subscription to market data (real-time/delayed, order book depth, etc.) in accordance with the tariffs of market data providers.

7.6.2. If the data provider establishes mandatory minimum fees or requirements for resale models, the Broker shall take such requirements into account when forming final tariffs for Clients.

8. DISCOUNTS, INDIVIDUAL TERMS AND MARKETING CAMPAIGNS

8.1. The Broker may provide discounts or special terms for Commissions:
- to Clients with large assets and/or significant trading turnover;
- within the framework of marketing campaigns (for example, reduced commission on a certain number of first transactions, a preferential period for new Clients, etc.);
- within loyalty programmes (for example, cashback, targeted discounts on certain instruments/markets, etc.).

8.2. Terms and duration of campaigns:
- shall be approved by the authorised body (management board, marketing/pricing committee);
- shall be documented in internal orders;
- shall be communicated to Clients through the established communication channels (website, Personal Account, e-mail, etc.).

8.3. Discounts and individual terms shall not:
- result in violation of the regulator's requirements regarding equal and fair treatment of Clients;
- disguise actual costs or create hidden incentives contrary to the conflict of interest management policy.

9. PROCEDURE FOR MAKING CHANGES TO COMMISSIONS AND INFORMING CLIENTS THEREOF

9.1. The Broker shall review the Commissions as necessary, but no less frequently than at the intervals established by internal regulations, taking into account:
- changes in market conditions and funding costs;
- changes in tariffs of external service providers;
- changes in legislation and NBG requirements;
- strategic decisions of shareholders.

9.2. Amendments to the Tariffs:
- shall be approved in accordance with the procedure established by internal documents;
- shall be formalised by a new version of the Tariffs indicating the effective date;
- shall be communicated to Clients in advance by publication on the website and/or notifications in the Personal Account and through other channels provided for by the service agreement.

9.3. The period of prior notice to Clients regarding changes to the Commissions shall be established in the Agreement and/or the Service Terms and Conditions. In certain cases предусмотренных by the Agreement and/or the Regulations, including transfer of the Client to a special tariff regime, a prior notice period of at least 30 calendar days shall apply. Except for the following cases:
- reduction of Commissions (where the change is in favour of the Client);
- change in tariffs initiated by external service providers with a very short notice period;
- other exceptions provided for by law.

10. REVIEW AND UPDATE OF THE PRICING POLICY

10.1. The Policy shall be subject to scheduled review at least once a year, as well as unscheduled review in the following cases:

- changes in the legislation of Georgia and/or normative acts of the NBG;
- material changes in the Broker's business model or service structure;
- identification of deficiencies in the existing pricing practice based on the results of internal or external reviews.

10.2. Review of the Policy shall be initiated by the Broker's authorised executives, including the CFO and/or COO, with mandatory participation of the CCO/AML officer in terms of control of compliance with regulatory requirements.

10.3. The new version of the Policy shall enter into force on the date of its approval by the Broker's authorised body, unless another period is established by the relevant decision.