

Conflict of Interest Management Policy

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TABLE OF CONTENTS

1	INTRODUCTION	1
2	FINANCIAL INTEREST.....	1
3	MECHANISMS FOR IDENTIFYING COI.....	2
4	RESOLVING COI.....	2
5	POTENTIAL COI THAT COULD AFFECT 27FOUR	3
6	MEASURES TO AVOID COI:	3
7	DISCLOSURE OF COI:	3
8	PROCESSES, PROCEDURES AND INTERNAL CONTROLS TO FACILITATE COMPLIANCE WITH THE POLICY	3
9	CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY BY THE PROVIDER’S EMPLOYEES AND REPRESENTATIVES.....	4
10	LIST OF ALL 27FOUR ASSOCIATES	4
11	NAMES OF ANY THIRD PARTIES IN WHICH THE PROVIDER HOLD AN OWNERSHIP INTEREST	4
12	NAMES OF ANY THIRD PARTIES THAT HOLDS AN OWNERSHIP IN THE PROVIDER	4
13	INCLUDE THE NATURE AND EXTENT OF THE OWNERSHIP INTEREST REFERRED TO IN PARAGRAPHS 11 AND 12.....	4
	ANNEXURE A - FINANCIAL INTEREST	5
	ANNEXURE B - GIFTS REGISTRY	6

1 INTRODUCTION

- 1.1 This document embodies the conflict of interest management policy for 27four Investment Managers (Pty) Ltd ("27four").
- 1.2 "Conflict of interest" means any situation in which 27four or its representatives has an actual or potential interest that may, in rendering a financial service to a client influence the objective performance of his, her or its obligations to that client; or prevent 27four or its representatives from rendering an unbiased and fair financial service to that client, or from acting in the interests of that client, including, but not limited to
- 1.2.1 a financial interest;
 - 1.2.2 an ownership interest;
 - 1.2.3 any relationship with a third party ("third party" means
 - a. a product supplier,
 - b. another provider,
 - c. an associate of a product supplier or a provider;
 - d. a distribution channel;
 - e. any person who in terms of an agreement or arrangement with a person referred to in paragraphs (a) to (d) above provides a financial interest to a provider or its representatives.)
- 1.3 The primary objectives of this Policy are:
- 1.3.1 To provide guidance on the behaviours expected in accordance with 27four standards;
 - 1.3.2 To promote transparency and to avoid business-related COI;
 - 1.3.3 To ensure fairness in the interests of employees and 27four;
 - 1.3.4 To document the process for the disclosure, approval and review of activities that may amount to actual, potential or perceived COI;
 - 1.3.5 To provide a mechanism for the objective review of personal outside interests.
- 1.4 27four is committed to ensuring that all business is conducted in accordance with good business practice. To this end 27four conducts business in an ethical and equitable manner and in a way that safeguards the interests of all stakeholders to minimise and manage all real or potential conflict of interest (COI). 27four and its representative must therefore avoid (or mitigate where avoidance is not possible) any COI between 27four and a client or its representative and a client.

2 FINANCIAL INTEREST

- 2.1 27four or its representatives may only receive or offer financial interest from or to a third party as determined by the Registrar of Financial Services Providers from time to time, and as set out in Annexure A hereto.
- 2.2 "Financial interest" means any cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic and foreign travel, hospitality, accommodation, sponsorship, other incentive or valuable consideration, other than –
- 2.2.1 an ownership interest
 - 2.2.2 training, that is not exclusively available to a selected group of providers or representatives on products and legal matters relating to those products; general financial and industry information; specialised technological systems of a third party necessary for the rendering of a financial service; but excluding travel and accommodation associated with that training.

- 2.3 27four may not offer any financial interest to its representatives for giving preference to the quantity of business secured for the provider to the exclusion of the quality of the service rendered to clients; OR giving preference to a specific product supplier, where a representative may recommend more than one product supplier to a client; OR giving preference to a specific product of a product supplier, where a representative may recommend more than one product supplier to a client.

3 MECHANISMS FOR IDENTIFYING COI

- 3.1 To adequately manage conflicts of interest 27four must identify all relevant conflicts timeously. 27four employs two different mechanisms to ensure that all conflicts are identified:
- 3.1.1 The Executive Office Manager maintains a list of potential conflict risks at 27four taking into consideration the entire business. The list is classified by conflict type with documented controls. The list is updated with all new conflicts identified, and to ensure completeness is reviewed on an annual basis;
 - 3.1.2 All employees, including the compliance officer and management, are responsible for identifying specific instances of conflict and are required to notify the Managing Director of any conflicts they become aware of. The Managing Director together with 27four's Compliance will assess the implications of the conflict and how the conflict should be managed.

4 RESOLVING COI

- 4.1 The first and most important line of defense against COI or commitment must be by the key individuals and representatives themselves.
- 4.2 Once a conflict of interest has been identified it needs to be appropriately and adequately managed.
- 4.3 Compliance assesses each conflict, including whether the conflict is actual or perceived, what the value of the conflict or exposure is and the potential reputational risk. Compliance and management then agree on the controls that need to be put in place to manage the conflict.
- 4.4 27four has various internal controls to manage and mitigate Conflicts of Interests, including:
- 4.4.1 Business practices - Confidentiality and Representing the Company
 - 4.4.2 Information barriers - Restrictive access control to IT folders, IT access control policy and "Clean Desk" policy
 - 4.4.3 Disclosure - Clear and concise disclosure to enable the recipient to fully understand its relevance.
- 4.5 Specific instances of conflict may require management intervention in addition to the documented controls already in place. These can include escalation to a management forum for a decision on how the conflict should be managed, for example, disclose to the client or decline to act.
- 4.6 27four additionally has various internal policies to manage and mitigate Conflicts of Interests, including:
- 4.6.1 Personal Account Dealing Policy
 - 4.6.2 Policy on Outside Business Interests
 - 4.6.3 Gifts and Entertainment Policy
- 4.7 Compliance maintains records of all conflicts of interests identified and their resolution, including the persons involved and the controls used.

5 POTENTIAL COI THAT COULD AFFECT 27FOUR

- 5.1 The following are potential COI that could affect 27four:
- 5.1.1 Directorships or other employment;
 - 5.1.2 Interests in business enterprises or professional practices;
 - 5.1.3 Share ownership;
 - 5.1.4 Beneficial interests in trusts;
 - 5.1.5 Personal Account Trading;
 - 5.1.6 Professional associations or relationships with other organisations;
 - 5.1.7 Personal associations with other groups or organisations, or family relationships;
 - 5.1.8 Front running;
 - 5.1.9 Rebates;
 - 5.1.10 Kickbacks; and
 - 5.1.11 Commission

6 MEASURES TO AVOID COI:

- 6.1 27four communicates its Conflict of Interest Policy to all employees on a regular basis to ensure that all employees are aware of the process to identify and resolve conflicts.

7 DISCLOSURE OF COI:

- 7.1 At the earliest reasonable opportunity, 27four and its representative must, in writing, disclose to a client any COI in respect of that client including –
- 7.1.1 Measures taken to avoid or mitigate the conflict;
 - 7.1.2 Any ownership interest or financial interest that the provider or representative may be or become eligible for;
 - 7.1.3 The nature of the relationship or arrangements with a third party that gives rise to a COI in sufficient detail to enable the client to understand the exact nature of the COI.
- 7.2 At the earliest reasonable opportunity, 27four and its representative must, in writing, inform a client of the Conflict of Interest Management Policy and how it may be accessed.
- 7.3 Notification of an actual or potential COI should be made to a person with responsibility for the issue or area, such as the relevant management team, supervisor, head of the department or key individual.
- 7.4 In accordance with an employee's obligation to act in the best interest of his or her employer, it is not permissible for employees to engage in conduct that would amount to a COI with 27four.
- 7.5 Staff that fail to disclose a potential or actual COI in accordance with this policy may be liable to disciplinary procedures as governed by relevant industrial awards or agreements.

8 PROCESSES, PROCEDURES AND INTERNAL CONTROLS TO FACILITATE COMPLIANCE WITH THE POLICY

- 8.1 Every staff member must have a copy of the Conflicts of interest Management Policy.
- 8.2 If a potential COI arises, the transaction must first be discussed with management before entering into the transaction.

9 CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY BY THE PROVIDER’S EMPLOYEES AND REPRESENTATIVES

9.1 Non-compliance with this policy and the procedures described in it may be considered to be misconduct and employees may be subject to disciplinary action that may lead to dismissal.

10 LIST OF ALL 27FOUR ASSOCIATES

10.1 None.

11 NAMES OF ANY THIRD PARTIES IN WHICH THE PROVIDER HOLD AN OWNERSHIP INTEREST

11.1 27four has no external equity interests.

12 NAMES OF ANY THIRD PARTIES THAT HOLDS AN OWNERSHIP IN THE PROVIDER

12.1 No external third-party owns an equity interest in 27four.

13 INCLUDE THE NATURE AND EXTENT OF THE OWNERSHIP INTEREST REFERRED TO IN PARAGRAPHS 11 AND 12

13.1 Not applicable.

ANNEXURE A - FINANCIAL INTEREST

The Registrar of Financial Services Providers issued Board Notice 58 of 2010 (BN 58) under section 15 of the Financial Advisory and Intermediary Services Act, 2002 (FAIS). BN 58 amends the General Code of Conduct for Authorised Financial Services Providers and Representatives under FAIS and determines that a financial services provider or its representatives may only receive or offer financial interest from or to a third party as follows:

- i. Commission authorised under the Long-term Insurance Act or Short-term Insurance Act;
- ii. Commission authorised under the Medical Schemes Act;
- iii. Fees authorised under the Long-term Insurance Act, the Short-term Insurance Act or the Medical Schemes Act, if those fees are reasonably commensurate to a service being rendered;
- iv. Fees for the rendering of a financial service in respect of which commission or fees referred to in sub-paragraph (i), (ii) or (iii) is not paid, if those fees –
 - aa. are specifically agreed to by a client in writing; and
 - ab. may be stopped at the discretion of that client.
- v. fees or remuneration for the rendering of a service to a third party, which fees or remuneration are reasonably commensurate to the service being rendered;
- vi. subject to any other law, an immaterial financial interest*; and
- vii. a financial interest, not referred to under sub-paragraph (i) to (vi), for which a consideration, fair value or remuneration that is reasonably commensurate to the value of the financial interest, is paid by that provider or representative at the time of receipt thereof.

Note

* “immaterial financial interest” means any financial interest with a determinable monetary value, the aggregate of which does not exceed R1 000 in any calendar year from the same third party in that calendar year received by –

- a) a provider who is a sole proprietor; or
- b) a representative for that representative’s direct benefit;
- c) a provider, who for its benefit or that of some or all of its representatives, aggregates the immaterial financial interest paid to its representatives.

