



## Group Compliance and Legal

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Extract of the Conflict of Interest Policy from the:

### Compliance, AML and Legal Risk Policy

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## **Group Compliance and Legal Risk**

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## **Conflict of Interest Policy**

## **1.1 Conflict of Interest Policy**

### **1.1.1 Rational and Scope**

- 1.1.1.1 The main purpose of the conflict of interest policy is to promote ethical handling of actual, apparent or perceived conflicts of interests between personal and Group relationships.
- 1.1.1.2 The minimum requirements outlined in this policy apply to all employees and directors of the Group and its subsidiaries.

### **1.1.2 Policy Minimum Requirements**

- 1.1.2.1 The Group endorses the principle that an employee (or director) must serve his or her employer honestly and faithfully. In that an employee:
  - 1.1.2.1.1 Must devote his/her working hours to the employer's business and not conduct unauthorized business during working hours.
  - 1.1.2.1.2 May not commence another business in competition with the employer or even attempt to make arrangements in this regard.
  - 1.1.2.1.3 May not solicit the employer's customers or employees to build up his/her own business, and;
  - 1.1.2.1.4 May not place himself in a position which may give rise to a conflict of interest as between himself or herself and his/her employer.
- 1.1.2.2 The Group and its clients, expect a "professional" employee to not only disclose their circumstances that may produce a conflict of interest, but to also recuse themselves from any decision making process in regard to the issue in question.
- 1.1.2.3 Any employee of the Group is prohibited from using his/her official position for personal gain.
- 1.1.2.4 An employee may not engage in work associated with the conduct of any enterprise or entity which may be in conflict with and/or disruptive to the employee's/director's duties with the Group.
- 1.1.2.5 An employee may not enter into any business transaction with or in conjunction with a client or supplier of the Group, without the prior written consent of the Group, other than in the ordinary course of business and on the same terms that are available to the general public.
- 1.1.2.6 An employee may not act as a director of a private or public company, a member of a closed corporation, a trustee of a business trust, or partner in partnership, which has dealings with the Group without prior consent of the Group. This excludes personal or family investments.
- 1.1.2.7 An employee shall disclose to the Group any personal financial interest he/she has, as well as any financial interests known to him/her of any immediate family members or business associates of the employee of the Group in any matter to be considered by the Group or in which another person or entity proposes to do business with the Group, other than in the ordinary course of business and on the same terms that are available to the general public.
- 1.1.2.8 Employees are occasionally invited to serve on external boards/trusts as non-executive directors/trustees. King IV recommends that executive directors should be encouraged to hold other non-executive directorship only to the extent that these do not interfere with their immediate management responsibilities. In such circumstances, the following conditions must be observed:
  - 1.1.2.8.1 Any staff member is prohibited from accepting an appointment to serve on the Board of non-Group companies, unless written approval is obtained. This condition is not applicable where an employee serves on external board at the request of the Group.

- 1.1.2.8.2 The details of such invitation(s) must be submitted to the employee's manager, and for Group Executive Committee Members, to the Group General Counsel and Chief Compliance Officer.
- 1.1.2.8.3 Such a request must explain why the proposed appointment:
  - 1.1.2.8.3.1 Is not in conflict with the interests of the Group;
  - 1.1.2.8.3.2 Will not detrimentally affect the employee's contribution to the Group; and
  - 1.1.2.8.3.3 Will be of benefit to the employee in terms of personal development or in terms of expanding the individual's circle of influence and contacts.
- 1.1.2.9 Approval of such a request is at the discretion of the employee's manager, and for members of Group EXCO, it will be at the Group Chief Executive's discretion, with due consideration of governance issues, the stakeholder engagements and potential reputational risk.
- 1.1.2.10 Group Human Capital must, by the end of the first quarter of each year, review such approval(s) to ascertain that the original intentions continue to exist.
- 1.1.2.11 The Group General Counsel and Chief Compliance Officer must monitor the process.
- 1.1.2.12 Any fees payable in terms of non-executive appointments must be paid directly to the Group. As there may be tax implications for individuals accepting such appointments, care must be taken in structuring arrangements so that there is not a double taxation of the remuneration of such fees.
- 1.1.2.13 If approval is granted for an external non-executive directorship/trusteeship, the external board and all other associated parties must be made aware that the director or employee has no authority to represent the Group in the matters pertaining to such board's/ trust's affairs.
- 1.1.2.14 The number of external boards on which employee/executive can serve will be determined by the Group Executive Committee or the Group Board where it concerns the Group Chief Executive.

### **1.1.3 Policy Owner**

- 1.1.3.1 This Policy is owned by the Group General Counsel and Chief Compliance Officer.
- 1.1.3.2 Any clarification or request for further information shall be channeled to Group General Counsel and Chief Compliance Officer.

### **1.1.4 Related Documents**

- 1.1.4.1 The policy must be read in conjunction with the Code of Conduct, Gifts and Entertainment Policy, Whistle Blowing Policy and Human Capital Policies.