



CONFLICT OF INTEREST MANAGEMENT POLICY

For

InvestSense (Pty) Ltd.

1 Purpose of the policy

- 1.1. The General Code of Conduct for Authorised Financial Service Providers and Representatives (“the Code”) issued under the Financial Advisory and Intermediary Services Act, 2000 (Act No. 37 of 2002) (“FAIS”), requires financial service providers to have a Conflict of Interest Management Policy in place to ensure that conflict of interest is managed appropriately in the business.
- 1.2. The purpose of this policy is to assist InvestSense (Pty) Ltd and its employees to identify potential and actual conflict of interest and manage it appropriately.

2 Policy Statement

InvestSense (Pty) Ltd is committed to avoiding, and where this is not possible, mitigating any conflict of interest that may arise between InvestSense (Pty) Ltd, as a financial service provider (and/or its representatives), and its policyholders when rendering financial services.

3 Who is subject to the policy?

InvestSense (Pty) Ltd, InvestSense (Pty) Ltd employees and representatives contracted to InvestSense (Pty) Ltd (“FAIS representatives”) are bound by this policy.

4 What is a conflict of interest?

- 4.1. “Conflict of interest” is any situation, including financial interest, ownership interest, or any relationship with a third party, in which a provider or FAIS representative has actual or potential interest that may:
 - 4.1.1. Influence the objective fulfilment of obligations to a client;
 - 4.1.2. Influence the offering of unbiased and fair advice or service to a client; or
 - 4.1.3. Prevent the provider or FAIS representative from acting in the best interests of a client.
- 4.2. This may include:
 - 4.2.1. Real or perceived financial gain resulting from recommendations to our clients that prejudice the client;
 - 4.2.2. An outcome of service delivery or transaction that may not best serve the interests of the client;
 - 4.2.3. Non-cash incentives that may be received by the business as a result of effecting any predetermined transaction and/ or product; and
 - 4.2.4. Effecting a transaction and/ or product that may benefit a party other than the client.
- 4.3. Annexure A lists financial interests that are allowed; but subject to prior approval and the total expenditure not exceeding R1000,00 per FAIS representative during any one year; financial interests that are disallowed; and financial interests that are not subject to the Code and therefore do not require any prior approval in terms of this Policy.

5 Mechanisms for identifying conflicts of interest

- 5.1. The “trust test” must be applied to identify and establish conflict of interest. The “trust test” entails enquiring whether one’s clients or the public would trust one’s judgment if they knew that one was involved in a particular situation or activity. If the answer to this enquiry is “yes”, then the situation or activity does not give rise to a conflict of interest. However, if the answer is “no” or “maybe”, then that particular situation or activity is likely to give rise to an actual or potential conflict of interest.
- 5.2. Irrespective of the “trust test”, a conflict of interest will be deemed to have arisen if InvestSense (Pty) Ltd provides “disallowed financial interest” as listed above or incurs expenditure in excess of R1000,00 per FAIS representative per annum.

6 Measures for avoidance or mitigation of conflicts of interest

- 6.1. All expenditure incurred that forms part of “immaterial financial interest” will require the written consent of the Manager of the relevant Business Unit and must be recorded in relevant conflict of interest register. “Immaterial financial interest” is a financial interest with an aggregate value of R1000,00 or less, given to or received from the same FAIS representative, in any given year.

- 6.2. In exercising his discretion, the Manager must have regard to:
 - 6.2.1. The relevant conflict of interest register;
 - 6.2.2. Any commission regulations or other laws which may be breached by the receipt of such gift or entertainment; and
 - 6.2.3. A written statement from the giver explaining the reason for and purpose of the entertainment or gift that must accompany any request for authorisation.
- 6.3. If it has been established that a particular situation or activity gives rise to a conflict of interest, one must avoid that situation or refrain from that activity. However, if it is not possible to avoid the situation or refrain from the activity that gives rise to a conflict of interest, as confirmed by the Head of the affected InvestSense (Pty) Ltd Business Unit, the Head of that Business Unit shall, prior to approving the relevant situation or activity:
 - 6.3.1. Establish the extent to which a specific intermediary is conflicted, i.e. the extent to which the intermediary acts on behalf of InvestSense (Pty) Ltd whilst also acting on behalf of an InvestSense (Pty) Ltd policyholder/client;
 - 6.3.2. Establish the extent to which InvestSense (Pty) Ltd's reputation would be damaged, if the situation or activity giving rise to a conflict of interest were to be brought to the public's attention;
 - 6.3.3. Establish the estimated direct financial impact that a particular situation or activity would have on InvestSense (Pty) Ltd;
 - 6.3.4. Consider how the financial interest is likely to affect the policyholder; and
 - 6.3.5. Consider whether InvestSense (Pty) Ltd has a desire to assume the risk, in light of the answers to the above considerations.
- 6.4. Decisions pertaining to particular potential conflict of interest situations that fall within the definition of a "material conflict" of interest must be taken in consultation with the Executive Head of the affected Business Unit. "Material conflict" is a conflict of interest whose monetary value exceeds R1000,00 or that will directly impact InvestSense (Pty) Ltd's reputation.
- 6.5. Once it is decided that a conflict of interest is inevitable, the Head of the affected Business Unit must ensure that the effect of such conflict is mitigated by putting mitigation measures in place, including:
 - 6.5.1. Cost-sharing; or
 - 6.5.2. Delivering a written communication to the relevant FSP, bringing the conflict of interest to the FSP's attention; and/ or
 - 6.5.3. Requesting that the FSP puts mitigating measures in place, including proactively disclosing the inevitable conflict to affected policyholders, in line with its conflict of interest management policy or in accordance with the Code if the policy is not yet in place.
- 6.6. Each FAIS representative has a duty to track any immaterial financial interest given to him or her by InvestSense (Pty) Ltd, and to advise his or her Relationship Manager accordingly, as soon as InvestSense (Pty) Ltd's expenditure reaches R1000,00 in that particular year.
- 6.7. Where a conflict is identified and a decision is made in respect of the management thereof, the nature of the decision must be communicated to the FSP in writing as soon as possible. The FSP must in turn disclose the conflict to the policyholder. This applies regardless of whether the decision was made to cease with the relevant activity or continue therewith despite the existence of the conflict or potential conflict. It is important for the preservation of the corporate integrity of InvestSense (Pty) Ltd that these disclosures are made at all times.

7 Conflict of interest internal controls

- 7.1. To manage conflicts of interest, InvestSense (Pty) Ltd must maintain a conflict of interest register.
- 7.2. The conflict of interest register must be accessible by key employees identified by the relevant Business Unit Head.
- 7.3. The Head of the relevant Business Unit must designate a person responsible for the maintenance of the register, who will be consulted by all employees prior to incurring expenditure in respect of a particular FAIS representative falling within the responsibility of that Business Unit.
- 7.4. InvestSense (Pty) Ltd employees must disclose, to the person responsible for the relevant register, any immaterial financial interest or financial interest, as defined above, received from or given to a FAIS representative. This disclosure must be made within one week after the relevant activity has taken place. Details regarding supporting documentation, such as receipts, must also be disclosed and recorded in the conflict of interest register.
- 7.5. A person responsible for the maintenance of a conflict of interest register must record disclosures made in accordance with paragraph 7.4 above in the register, without delay.

- 7.6. The conflict of interest registers will be audited by InvestSense (Pty) Ltd's Legal Compliance Function annually for the purpose of determining whether any financial interest given or received exceeded the aggregate value of R1 000,00 per FAIS representative and to determine whether any expenditure is duplicated across the respective conflict of interest registers.

8 Reporting of conflicts of interest

- 8.1. The outcome of the conflict of interest register audit shall be reported to the Managing Director, the FAIS compliance officer and the FAIS-appointed key individuals of InvestSense (Pty) Ltd.
- 8.2. Heads of Business Units who have engaged in activities that have given rise to conflict of interest situations are obliged to disclose to the InvestSense (Pty) Ltd the detail pertaining to such activities, including the mitigation measures taken. This will be done on a quarterly basis and must include recommendations regarding steps that will be taken to avoid a recurrence of such conflict of interest situations.
- 8.3. Discussions regarding conflicts of interest by the Managing Director must be recorded. The relevant extracts of the minutes must be made available to the FAIS compliance officer upon request, for the purpose of enabling the FAIS compliance officer to report on compliance with this Policy, as required by the Code.

9 Consequences of not adhering to the Policy

Violation of this Policy by an InvestSense (Pty) Ltd employee may result in disciplinary action being taken against the employee, in accordance with InvestSense (Pty) Ltd Disciplinary Code as amended from time to time.

10 Consequences of withholding information or inaccurate information

Provision of false or misleading information or concealment of material facts relating to activities logged or that must be logged in a conflict of interest register is, in addition to being a disciplinary action, a punishable offence. Such conduct can, on conviction, lead to a fine of up to R1 million or imprisonment for up to 10 years.

11 InvestSense (Pty) Ltd Associates

Conducting business with or via an "associate", as defined in the Code, may inherently give rise to a conflict of interest, thus InvestSense (Pty) Ltd is required by the Code to make a list of its associates available to interested parties, together with this policy. The InvestSense (Pty) Ltd structure, in which InvestSense (Pty) Ltd associates are listed, is attached as Annexure B.

12 Staff training and general awareness

- 12.1 All the company's staff must be trained on this policy.
- 12.2 A copy of the policy must be provided to each staff member and FSP, and updated versions must be circulated as and when they are updated.
- 12.3 Moreover, all clients – existing and future, must be made aware of the existence of this policy. InvestSense (Pty) Ltd must make the policy available for easy access.

13 Review of the Policy

Managing Director, Key Individuals and the FAIS compliance officer shall review this policy annually and any changes to this policy shall be communicated to all staff and FSPs.

ANNEXURE A

INVESTSENSE (PTY) LTD

Key individuals and Representatives – Financial Interest Received		Insurer/FSP – Financial Interest Provided
Financial interest allowed	Disclosure required	Standard operating procedures
Commission, in accordance with the Short and Long-term Insurance Acts, 1998 (“the STIA and LTIA”).	Disclosed in Initial Disclosure document and quotation.	Financial interest disallowed: Financial interest to a FAIS representative for giving preference to a quantity of business to the exclusion of quality to the policyholder, preference to a specific product supplier, or preference to a specific product.
Fees as provided for in the STIA and LTIA.	Disclosed in Initial Disclosure document and potentially in quotation.	Financial interest disallowed: Cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic or foreign travel, hospitality, accommodation, sponsorship, and any other incentive or valuable consideration not mentioned above, including travel and accommodation associated with allowed training.
Fees for rendering a financial service in respect of which neither commission nor the fees provided for in the STIA are payable, provided the client has specifically agreed to the fees in writing and has a discretion to stop them at any time.	Disclosed in Initial Disclosure document and potentially in quotation.	Financial interest disallowed: Training that is restricted to a select group of providers or FAIS representatives and that does not meet the conditions in item 8 under the “Allowed Column”.
Promotional items.	Disclosed in internal gift register.	Financial interest allowed: Marketing and advertising, provided a fair value for the service, as would have been charged elsewhere, is charged.
Any financial interest with a determinable monetary value <u>not exceeding R1000,00</u> per FAIS representative/key individual in any given year.	Disclosed in internal gift register.	Financial interest allowed: Provision of electronic tools and services without which an FSP cannot service THE PRODUCT SUPPLIER, underwriting services, call centre services, etc.
Financial interest for which the provider or FAIS representative has paid fair value or remuneration reasonably commensurate to the financial interest.	Disclosed in conflict of interest register.	Financial interest allowed: Provision of discount mandates to brokers who manage their books well.
Ownership interest	Disclosed in conflict of interest register and Ownership interest register.	Financial interest allowed: Commission, in accordance with the Short-term Insurance Act, 1998 (Act No. 53 of 1998) (“the STIA”).

<p>Training that is not restricted to a selected group of providers and FAIS representatives on products and legalities thereof; general financial and industry information; specialised technological systems (of a third party) necessary for rendering a financial service.</p>	<p>No need to disclose.</p>	<p>Financial interest allowed: Any financial interest with a determinable monetary value <u>not exceeding R1000,00</u> per FAIS representative/key individual in any given year.</p>
<p>Financial interest disallowed</p>	<p>Disclosure insufficient</p>	<p>Financial interest allowed: Ownership interest</p>
<p>Any financial interest with a determinable monetary value <u>exceeding R1000,00</u> per FAIS representative/key individual in any given year. This could be made up of 1 gift or of several gifts from one product supplier in one calendar year (as recorded in internal gift register).</p>	<p>Must be recorded in conflict of interest register. Gift may not be accepted. Refusal to accept gift must be recorded.</p>	<p>Financial interest allowed: Training that is not restricted to a selected group of providers and FAIS representatives on products and legalities thereof; general financial and industry information; specialised technological systems (of a third party) necessary for rendering a financial service.</p>
		<p>Financial interest allowed: Promotional items.</p>

ANNEXURE B

Associates

List of third parties in which the FSP holds an ownership interest as at 12/10/2017

**Please see below for a list of definitions*

Number	Product Supplier	Nature of ownership interest e.g. equity or proprietary interests or holdings	Extent of ownership interest	Relevant Associates (only applies to Product Suppliers and Product Providers)	Agreements / arrangements where a financial interest is provided to a provider or its representative (applies to Product Suppliers, Product Providers, Relevant Associates and Distribution Channels)

Definitions:

1. **“Distribution Channel”** means:
 - (a) Any **arrangement** between a product supplier [or any of its associates] and one or more providers [or any of its associates] in terms of which arrangement, **any support or service** is provided to the provider/s in rendering a financial service to a client;
 - (b) Any **arrangement** between two or more providers [or any of their associates], which arrangement **facilitates, supports or enhances a relationship** between the provider/s and a product supplier;
 - (c) Any **arrangement** between two or more product suppliers [or any of their associates], which arrangement **facilitates, supports or enhances a relationship** between a provider or providers and a product supplier.

2. **“Ownership Interest”** means:
 - (a) An equity or proprietary interest, for which fair value was paid by the owner at the time of the acquisition, other than equity or a proprietary interest held as an approved nominee on behalf of another person; and
 - (b) Includes any dividend, profit share or similar benefit derived from that equity or ownership interest.

3. **“Provider”** means an authorized financial services provider, and includes a representative.

4. **“Product Supplier”** means any person who issues a financial product by virtue of an authority, approval or right granted to such person under any law, including the Companies Act, 1973.

5. **“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) provides a financial interest to a provider or its representative.

ANNEXURE C

Conflict of Interest Questionnaire

Attention Key Individuals of FSP Licence Number 45443

FSP "InvestSense Pty Ltd" requires each key individual of the business to:

- 1) Annually review the FSP's Conflicts of interest policy (the "Policy");
- 2) To disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest in the **Conflict of Interest Questionnaire** (found here); and
- 3) To acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of such Policy on the Pledge of Personal Commitment.

Please respond to the following questions to the best of your knowledge:

1. Please list all corporations, partnerships, associations or other organizations of which you are an officer, director, trustee, partner, or employee, and describe your affiliation with such entity:

N/A

2. In terms of the FAIS Code of Conduct you must disclose to the client the existence of any personal interest in a relevant service, or of any circumstances which gives rise to actual or potential conflict of interest in relation to such service, and take all reasonable steps to ensure the fair treatment of the client:

N/A

3. Non-cash incentives offered and/or other indirect consideration payable by another provider, a product supplier or any other person to the provider could be viewed as a potential conflict of interest. Please list any received in last 12 months (can include incentive trips, sponsorships, gifts that amount to material benefits, business services, entertainment expenses, access of preferential, differentiated service/training/advice facilities, shareholdings, sales quota obligations, product biases etc.):

N/A

4. Where applicable, the fact that the provider – directly or indirectly holds more than 10% of the relevant product supplier's shares:

N/A

5. Has any equivalent substantial financial interest in the product supplier; during the preceding 12 month period received more than 30% of the total remuneration, including commission, from the product supplier:

More than 30% of total remuneration is received from Allan Gray (Pty) Ltd.

6. Has the information above been disclosed on the disclosure documentation of the FSP? YES

7. Please list any proposed business dealings between product suppliers and you/the FSP, your family members, and/or entities. Describe each such relationship listed and the actual and potential financial benefits as you can best estimate:

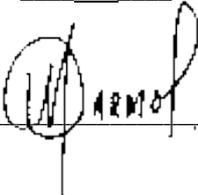
N/A

8. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict? If so, please describe:

N/A

I have read the FSP conflict of interest policy. I am currently, and agree to remain, in compliance with the Policy.

Entered into on this the 12th day of October 2017.

Signature:  (Damien Marmol, Key Individual)

Conflict of Interest Questionnaire

Attention Key Individuals of FSP Licence Number 45443

FSP "InvestSense Pty Ltd" requires each key individual of the business to:

- 4) Annually review the FSP's Conflicts of interest policy (the "Policy");
- 5) To disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest in the **Conflict of Interest Questionnaire** (found here); and
- 6) To acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of such Policy on the Pledge of Personal Commitment.

Please respond to the following questions to the best of your knowledge:

1. Please list all corporations, partnerships, associations or other organizations of which you are an officer, director, trustee, partner, or employee, and describe your affiliation with such entity:

N/A

2. In terms of the FAIS Code of Conduct you must disclose to the client the existence of any personal interest in a relevant service, or of any circumstances which gives rise to actual or potential conflict of interest in relation to such service, and take all reasonable steps to ensure the fair treatment of the client:

N/A

3. Non-cash incentives offered and/or other indirect consideration payable by another provider, a product supplier or any other person to the provider could be viewed as a potential conflict of interest. Please list any received in last 12 months (can include incentive trips, sponsorships, gifts that amount to material benefits, business services, entertainment expenses, access of preferential, differentiated service/training/advice facilities, shareholdings, sales quota obligations, product biases etc.):

N/A

4. Where applicable, the fact that the provider – directly or indirectly holds more than 10% of the relevant product supplier's shares:

N/A

9. Has any equivalent substantial financial interest in the product supplier; during the preceding 12 month period received more than 30% of the total remuneration, including commission, from the product supplier:

More than 30% of total remuneration is received from Allan Gray (Pty) Ltd.

10. Has the information above been disclosed on the disclosure documentation of the FSP? YES

11. Please list any proposed business dealings between product suppliers and you/the FSP, your family members, and/or entities. Describe each such relationship listed and the actual and potential financial benefits as you can best estimate:

N/A

12. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict? If so, please describe:

N/A

I have read the FSP conflict of interest policy. I am currently, and agree to remain, in compliance with the Policy.

Entered into on this the 12th day of October 2017.

Signature:  (Lee M. Scott, Key Individual)

ANNEXURE D

CONFLICTS OF INTEREST REGISTER

Financial Advisory and Intermediary Services Act 2002 (FAIS)

Purpose -To record the incidence of conflicts of interest by the FSP to ensure compliance with the requirements of the FAIS Act and other legislation. This register should act as a summary document with more detailed history contained in the conflicts file where appropriate.

Ref No & ID of conflict	Received	Rec'd from	Rec'd by	Referred Internal	Description of conflict (add attachment no. or brief detail here)	Activity update	Status	OUTCOME - Description/Comments & Learnings

Version number: 1.1

Last updated on: 12/10/2017

Last Updated by: D. Marmol