



NATIONAL RISK DISTRIBUTION

Conflict Of Interest Policy

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DOCUMENT MANAGEMENT

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1. INTRODUCTION

1.1. PURPOSE AND OBJECTIVES

The purpose of this policy is to provide an overview on how to handle conflicts of interest. The objective of this policy is to regulate and clarify conflict of interest within the workplace for all employees and to set guidelines in this regard. The policy further sets benchmarks for employees as far as personal activities or interests which conflict or may conflict with their duty and loyalty to the Company.

1.2. SCOPE/FIELD/APPLICATION

This directive applies to all employees of the Company. To ensure widespread understanding, all staff shall be thoroughly aware of the principles set out in this document.

1.3. AVAILABILITY

The document is readily available to all employees and managers and all these stakeholders shall be appropriately and adequately informed of its provisions. Access to internal procedures, documentation and policies is available to external stakeholders on request.

2. DIRECTIVE

The Company is committed to upholding the highest standards of ethical business conduct and expects the same from its employees, management, and directors. The Policy is intended to assist employees in making the right decisions when confronted with potential conflicts of interest and they are expected to exercise good judgement in all work-related matters.

All employees must avoid placing themselves in a position where personal interests may, or may appear to be, in conflict with those of the Company. This Policy by no means gives an exhaustive analysis of every conflict of interest situation that may arise, and only provides a guide as to what constitutes or may constitute a conflict of interest to facilitate compliance.

2.1. INTRODUCTION

The Company conducts its business honestly and ethically with due regard to the environment, the societies the Company operates in as well as all its stakeholders.

The Company continually improves the quality of its services, products and operations and strives to create and maintain its reputation for honesty, fairness, respect, responsibility, integrity, trust, and sound business judgement.

Legal and ethical conduct on the part of officers, directors, employees, or affiliates is in the Company's best interest.

The ethical performance of the Company is the sum of the ethics of the men and women who work here; thus, employees are all expected to adhere to the high standards of personal integrity.

2.2. CONFLICT OF INTEREST DEFINED

A conflict between an employee's interest and those of the Company could arise in several situations, including but not limited to the following:

- Where an employee acquires or has acquired an interest in an entity which is not owned or controlled by the Company, including, without limitation, by being a shareholder, member, director, owner, trustee, or partner. This does not apply to investments in shares which are listed on a registered stock exchange;
- Doing business on behalf of the Company with any current or potential supplier, advisor, customer, competitor, or business associate of the Company in which the employee has an interest of any nature whatsoever;
- Accepting personal favours or any form of preferential treatment from any current or potential supplier, advisor, customer, competitor, or business associate of the Company;
- Entering any agreement, arrangement or understanding with any third party to the detriment of the Company;
- Contracting with any third party, who is a current or potential supplier, advisor, customer, competitor, or business associate of the Company in his personal capacity or other than as a representative of the Company; and/or
- Engaging in activities in his private capacity or other than as a representative of the Company which may impact adversely on his ability to fulfil his obligations to the Company whether as an employee, officer, or director, with integrity and in the best interests of the Company.

2.3. GUIDELINES TO PERSONAL CONFLICTS

- An actual conflict of interests does not need to be present to constitute a violation of this Policy or the Company's Code of Conduct; an employee must also avoid activities or situations that create the appearance of a conflict of interest.

- All employees are expected to declare in writing to the Human Resources department who will then declare to the Compliance department via email to ensure record keeping, of their conflicts or potential conflicts of interests in companies/businesses that have no connection to the Company.
- Employees may not use the Company's business connections to in any way influence a personal gain.
- The Company employees shall:
 - At all times act in a fair and impartial manner;
 - Place the business needs of the Company first above their personal needs when dealing with matters related to the Company business;
 - avoid financial, business and other transactions or situations in which their personal interests might conflict with the Company business;
 - conduct all business relationships in a professional, impartial, and competitive manner;
 - avoid business dealings and personal relationships that cause or may cause conflicts of interest (actual or potential) or create the appearance of a conflict with their obligations to the Company;
 - advise their supervisor/manager in writing of any outside activities, financial interests or relationships that may either involve such employee in a conflict of interest or the appearance of one;
 - obtain appropriate approval before accepting an officer or directorship position with another company or organisation;
 - exercise good judgment when deciding to offer or accept gifts and hospitality; and
 - excuse themselves from any decision-making process where such employee(s) have an interest that influences, or is perceived as influencing, their ability to make an objective decision and to fulfil their responsibilities to the Company.
- Employees shall not:
 - hold positions in organizations that have business dealings with the Company (including competitors, customers, suppliers, employees' own companies or businesses of employees' family members) if they can influence transactions or if the relationship itself creates an actual, potential, or perceived conflict of interest;
 - hire, promote, or directly supervise a close relative, unless this has been specifically authorised;

- offer or accept gifts or hospitality from an organisation involved in a bid or tender with the Company;
 - request a personal gift or hospitality of a supplier, customer, or partner. This includes both direct requests and giving the impression that the offering of a gift or hospitality would be appropriate or desirable;
 - misuse the Company's resources or a position or influence at the Company to promote or assist an external activity; and
 - personally, pursue or undertake any opportunities the Company could have an interest in and that are identified through a sub-employee's position at the Company or use of the Company information or property.
- Examples of prohibited conflict of interest include, but is not limited to:
 - Acting independently as a consultant to the Company customer/client while employed by the Company.
 - Having a personal interest or potential for gain in any of the Company's transactions.
 - Doing business for and on behalf of the Company with related parties for their benefit.
 - Using the Company assets, intellectual property, or proprietary information for personal gain.

2.4. MANAGING CONFLICTS OF INTEREST

- When any staff member of the Company suspects a potential conflict of interest, that member shall be obliged to discuss the matter with his immediate supervisor.
- All decisions made must be reported on at least a weekly basis to the Chief Executive Officer and Compliance Department, by the most senior person involved in that decision.
- Material conflicts must be discussed with the Executive before any decision is made. Only the Chief Executive or person authorised by him may take the final decision regarding a material conflict.

2.5. FINANCIAL SERVICES REPRESENTATIVES REMUNERATION

Financial services representatives must render fair and unbiased services and advice to all clients. The Company shall not incentivise representatives in a way that may create a conflict between the interest of a client and a representative.

Representatives shall disclose of all fees and ensure clients fully understand and agree to fees payable and services that they can expect in return for those fees.

The Company shall ensure that the payment of those fees do not result in the provider or representative being remunerated more than once for performing a similar service to the same client on the same cover and the payment of these fees does not impede the delivery of fair outcomes to the client.

2.6. CLINICAL STAFF INCENTIVES AND REMUNERATION

The Company shall not incentivise clinical staff or any staff member performing claim assessment, for refusing treatment, declining valid claims or in any way allowing conflicts between employee remuneration and patient interests.

2.7. GIFTS AND HOSPITALITY

- Offering or accepting gifts and hospitality is a legitimate contribution to building good business relationships. It is important, however, that gifts and hospitality duly influence business decision-making or cause others to perceive an undue influence.
- Any gifts or gratuities over the value of R1000.00 in the aggregate same calendar year from any other person, including such person's associate may not be accepted by any person within the organization and neither may such gifts or incentives be given by any person in the Company, to any third party;
- No gifts or gratuities may be accepted or given without written consent from the Executive of the Company, and all such gifts and accompanying documentation must be registered in the non-cash incentive/gifts register. In exercising his discretion, the Executive must have regard to any commission regulations or other laws which may be breached by the receipt of any such gift.
- A written statement from the giver explaining the reason for and purpose of the gift must accompany any request for authorisation.
- This provision applies, without limiting the generality of the above. This also refers to invitations to any functions, including lunches, dinners, training interventions and prize giving's.
- The gifts register shall be kept electronically.
- The Company's compliance manager shall audit the gifts register per the compliance plan to determine whether any gifts or incentives exceeded the aggregate value of R1000.00 in the same calendar year.
- It is prohibited to offer or accept:

- loans, cash, or personal cheques;
 - gifts, favours or any form of hospitality or entertainment in return for, or in exchange for, business services or information. (Such action may create an actual or perceived conflict of interest or may give the impression of anti-competitive behaviour); and
 - gifts or hospitality of an inappropriate nature (for example, sexually oriented) or at inappropriate venues.
- The Company's employees shall:
 - ensure gifts and hospitality are modest and comply with applicable laws, regulations, and local customs;
 - use good judgement in deciding what is 'modest';
 - ask what the recipient's employer's policy is and take that into consideration in offering gifts or hospitality, especially to government officials;
 - clearly articulate the Company's practices on the offering and accepting of gifts and hospitality at the beginning of new business relationships, especially where cultural norms may be different to those outlined in this Policy and the Company Code of Conduct;
 - assess the potential for a conflict of interest when offering or accepting gifts or hospitality;
 - be prepared to decline politely any offer not in line with our practices; and
 - regard gifts or hospitality received through an intermediary as the same as those given directly.
 - Employees shall not:
 - accept or offer prohibited gifts and hospitality;
 - accept or offer gifts, favours or hospitality from any organisation involved in a bid or tender with the Company (this does not include working meals provided by advisors or consultants acting for the Company);
 - request a gift or hospitality of any kind from a supplier, customer, partner, or other party with whom the Company does business with (this includes both direct requests and giving the impression that the offer of a gift or hospitality would be appropriate or desirable);
 - personally, pay for a gift or hospitality to avoid complying with this Policy and the Company Code; and
 - make any loans on behalf of the Company to any of its officers, or anyone of its Board of Directors.

2.8. INSIDER KNOWLEDGE

- Officers, directors, and employees of the Company will often encounter, or have possession of, proprietary, confidential, or business-sensitive information and must take appropriate steps to assure that such information is strictly safeguarded.
- Proprietary, confidential, and sensitive business information about the Company, other companies, individuals, and entities should be treated with sensitivity and discretion and only be disseminated on a need-to-know basis.
- Misuse of material inside information about trading in the Company securities can expose an individual to civil liability and penalties.
- The following guidelines should be followed in dealing with inside information:
- Officers, Directors, and employees shall:
 - seek to report all information accurately and honestly, and as otherwise required by applicable reporting requirements;
 - refrain from gathering competitor intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in such a manner; and/or
 - seek to avoid exaggerating or disparaging comparisons of the services and competence of their competitors.

2.9. CONFLICT REGISTERS

Each manager is required to keep and maintain a Conflicts and External Engagements Register containing a written record of any declared conflicts of interest or external engagements of employees. Each manager will ensure that the Human Resources department is sent a copy of the register along with the Compliance department. A consolidated register shall be kept and maintained by the Compliance Office.

3. DEFINITIONS, ACRONYMS, ABBREVIATIONS AND TERMS

The terms in this document should be interpreted as meaning:

- | | |
|----------------------|---|
| (i) Associate | A person or entity sharing a common connection with an organization or business |
| (ii) Client | A specific person or group of persons, excluding the public, who is or may become the subject to whom a financial service is rendered intentionally |

- (iii) **Conflict of Interest** Any situation in which a provider or representative has an actual or potential interest that may, in rendering a financial service to a client, influence objectivity or prevent unbiased and fair financial services to a client.
- (iv) **Personal Interests** Refers to that which can bring a benefit or disadvantage to the staff member or to others. Personal interests include financial interests and interests arising from close personal relationships or involvement in cultural, sporting, religious or social activities. They also include interests that may lead to a tendency or predisposition to favour or to be prejudiced against a person or an organization.
- (v) **Representative** Any person who renders a financial service to a client for or on behalf of a financial services provider, in terms of conditions of employment or any other mandate, but excludes a person rendering clerical, technical, administrative, legal, accounting or other service in a subsidiary or subordinate capacity.
- (vi) **Third Party** A product supplier; Another provider; an associate of a product supplier or provider

4. COMPLIANCE REFERENCES

This directive is a supporting document to the **ETHICS AND CONDUCT GOVERNANCE FRAMEWORK**. Compliance with all directives under this framework is mandatory. Company employees and representatives must comply with all statutory and regulatory requirements, as well as corporate rules and regulations. Management is responsible for enforcing this directive, and non-adherence must be managed through the company disciplinary process.

5. REFERENCES

This directive should be read in conjunction with the following:

- ✓ Ethics and Conduct Governance Framework
- ✓ Gift and Hospitality Process
- ✓ Code of Conduct and Ethics
- ✓ Clinical Code of Conduct and Ethics
- ✓ Financial Services Code of Conduct and Ethics

6. AMENDMENTS AND PROPOSED CHANGES

The Compliance Department is the custodian of the policy. Any required amendments, adjustments and proposed changes must be channelled through the Head of Compliance for review.

7. APPROVAL AND REVIEW

This directive is approved at Executive level, by the Chief Executive Officer of the company.

It will be reviewed, at a minimum, every two years, as well as in line with any applicable changes to legislation or foundational documentation.

8. APPENDICES

- A. Conflict and External Engagement Register
- B. Disclosure Form - Conflict of Interest

DISCLOSURE OF CONFLICT OF INTEREST

Conflict of Interest means any situation in which you may have an actual or potential interest that may influence the objectivity or prevent unbiased and unfair services to a client.

Examples of Conflict of Interest that may arise include:

- Where an employee acquires or has acquired an interest in an entity which is not owned or controlled by the Company, including, without limitation, by being a shareholder, member, director, owner, trustee, or partner. This does not apply to investments in shares which are listed on a registered stock exchange;
- Doing business on behalf of the Company with any current or potential supplier, advisor, customer, competitor, or business associate of the Company in which the employee has an interest of any nature whatsoever;
- Accepting personal favours or any form of preferential treatment from any current or potential supplier, advisor, customer, competitor, or business associate of the Company;
- Entering any agreement, arrangement or understanding with any third party to the detriment of the Company;
- Contracting with any third party, who is a current or potential supplier, advisor, customer, competitor, or business associate of the Company in his/her personal capacity or other than as a representative of the Company; and/or
- Engaging in activities in his/her private capacity or other than as a representative of the Company which may impact adversely on his/her ability to fulfil his/her obligations to the Company whether as an employee, officer, or director, with integrity and in the best interests of the Company.

I, (name) _____, ID _____ hereby disclose,

I am engaged in any matters which give rise to an actual or potential conflict of interest.

(Required Fields to be filled in below)

[Entity Name] _____.

Description of Business:

OR

I am not engaged in any matters which give rise to an actual or potential conflict of interest.

I am aware and acknowledge the consequences of a conflict of interest as stated in the Disciplinary Code and Company Policies of The Company.

“Violation of this Code/Conflict of Interest Policy can result in disciplinary action being taken against the person, including possible termination of services. The degree of discipline relates in part to whether there was a voluntary disclosure of any ethical violation and whether the violator cooperated in any subsequent investigation.”

