



CONFLICT OF INTEREST
POLICY AND PROCEDURE

for

NATSURE UNDERWRITING
MANAGERS (PTY) LTD

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INTRODUCTION:

A conflict of interest may exist when a member/ officer/ director or employee is involved in an activity or has a personal interest that might interfere with his or her objectivity in performing business duties and responsibilities. Such conflicts may appear as favouritism or otherwise damage the reputation of the business or its employees.

An actual conflict of interest does not need to be present to constitute a violation of this policy. Activities that create the appearance of a conflict of interest must also be avoided to ensure that the reputation of the business and its employees are not harmed.

Personal interests of employees must not influence or appear to influence business transactions. This policy provides the requirements for managing, avoiding and disclosing potential conflicts of interest and the process for obtaining a conflict of interest review.

The purpose of this document is to provide our clients with appropriate information in relation to the policies we have in place to manage conflicts of interest.

PURPOSE AND SUMMARY:

Nature Underwriting Managers (Pty) Ltd conducts its business honestly and ethically wherever we operate in the world. We constantly strive to improve the quality of our services, products and operations and strive to create and maintain our reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment. No illegal or unethical conduct on the part of officers, directors, employees or affiliates will be tolerated.

Nature Underwriting Managers (Pty) Ltd will not compromise its principles for short-term advantage. The ethical performance of this business is the sum of the ethics of the men and women who work here; thus, we are all expected to adhere to high standards of personal integrity. We also need to acknowledge that operating a business naturally creates conflicts increases reputational risk.

SCOPE OF THE POLICY:

This policy applies to all employees and mandated representatives of the business.

DEFINITIONS:

Conflict of Interest:

Applies when rendering a financial service to our clients and where we (provider or representative) have an actual or potential interest that may:

- a) influence the objective performance of obligations to our client
- b) prevents us from rendering an unbiased and fair financial service to our client
- c) prevents us from acting in the interests of our client

This includes, but is not limited to:

- a) A FINANCIAL INTEREST - (Cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic or foreign travel, hospitality, accommodation, sponsorship, other incentive or valuable consideration, and includes travel and accommodation in respect of training).
- b) AN OWNERSHIP INTEREST - (any ownership interest which was bought for fair value, and any dividend, profit share or similar benefit derived from this).
- c) ANY RELATIONSHIP WITH A THIRD PARTY - A third party is:
 - a product supplier or its associate
 - another financial services provider or its associate
 - a distribution channel
 - any person who provides a financial interest to a provider/ representative as result of an agreement with a product supplier or its associate
 - any person who provides a financial interest to a provider/ representative as result of an agreement with another FSP or its associate.

REPRESENTATIVE INCENTIVES AND REMUNERATION:

Our representatives are remunerated as follows:

- Salary only

We strive to ensure our employees remain motivated whilst at the same time ensuring this remuneration scheme does not encourage inappropriate behavior. We recognise this conflict and through our monitoring mechanisms remain alert to potential abuse. Incentives and production bonuses must take into account a combination of quantitative and qualitative criteria; and not limited to a specific product supplier; and- not limited to a specific product. Any incentive or bonus scheme must be approved by the Board of Directors (or any other delegated authority) in writing prior to being implemented. All sales incentive projects must be disclosed to clients of the business and must be attached to this policy, together with a description of the nature and basis of participation and any other rules as well as the duration of the incentive project.

The Firm may not offer any financial interest to its representatives for:

- Giving preference to the quantity of business secured and excluding the quality of the service rendered to customers;
- Giving preference to a specific product of a product supplier, where a representative may recommend more than one product supplier to a client.

IDENTIFYING CONFLICT OF INTEREST:

To adequately manage conflicts of interest, Natsure Underwriting Managers (Pty) Ltd must identify all relevant conflicts timeously. Two levels of identification are employed:

1. Business level:
The managing body will annually identify an index of potential conflict risks. The index is updated with all new conflicts identified, and to ensure completeness is reviewed on an annual basis; and
2. Staff member level:
All employees, including compliance officers and management, are responsible for identifying specific instances of conflict and are required to notify their manager of any conflicts they become aware of.

MANAGEMENT OF POTENTIAL OR ACTUAL CONFLICT OF INTEREST:

In managing conflicts of interest, our procedure is to identify the conflicts of interest; assess and evaluate those conflicts; and decide upon, and implement, an appropriate response to those conflicts.

The following is a list of some management strategies to manage the potential or actual conflict of interest:

1. Avoid the conflict of interest
2. Mitigate the impact
3. Where this is not possible, full disclosure of the Conflict of Interest (COI.)

Material conflicts:

Where a conflict will have a serious potential impact on our clients or our business, it must be avoided. Only The Board of Directors or person authorised by him may make the final decision regarding a material conflict.

Officers, directors and employees must avoid representing the business in any transaction with others with whom there is any outside business affiliation or relationship. Officers, directors, and employees must avoid using their business contacts to advance their private business or personal interests at the expense of the business, its clients or affiliates. Officers, directors, and employees of the business must never permit their personal interests to conflict, or appear to conflict, with the interests of the business, its clients or affiliates. This may include but is not exclusive to:

- Real or perceived financial gain resulting from recommendations to our clients at a cost to the client.
- An outcome in service delivery or a transaction that may differ from the real interest of the client.
- Any non-cash incentives that may be received by the business from affecting any transaction and / or product.
- Effecting a transaction and / or product that may result in a benefit to another party other than the client.

Included in the prohibitions is any activity which could be deemed a breach of confidentiality or disclosure of personal information as defined in the Protection of Personal Information Act (POPI), without the necessary written or legal authorisation.

The above aims to ensure that, clients are fully protected from undue and uncompetitive behaviour by product suppliers and /or their representatives. The ultimate objective is to ensure that clients at all times receive the best possible advice and /or intermediary service.

Lesser conflicts:

When any staff member of Natsure Underwriting Managers (Pty) Ltd suspects a potential conflict of interest, that person must discuss the matter with his/her immediate superior. The content of the discussion as well as any decision made must be recorded on the appropriate form. The superior and staff member will accept joint responsibility for the decision taken unless the decision is put forward for ratification to a more senior person in the business. In assessing whether a conflict is material or of a lesser nature, regard must be had to the impact that such a conflict will have on the business's reputation, financial loss and internal erosion of ethical standards.

Examples of Lesser Conflicts of Interest that must be disclosed:

- *Entertainment, tickets for sporting and other events with a value of less than R1 000.00 per person in total for the year. This only applies to items which a representative can use for personal benefit, or the value gets added to the R1 000.00 permitted for the FSP in total. Prior written approval is required for this.*
- *Domestic educational or professional development conferences that are awarded to the provider using selection criteria that are not based on sales volumes, including any part payment towards the cost. This does not include travel and accommodation expenses, which may not be accepted.*
- *Sponsorship of domestic provider events, including conferences by a product supplier.*
- *The fact that during the preceding 12-month period, the provider received more than 30% of total remuneration, including commission from a product supplier.*
- *Natsure Underwriting Managers (Pty) Ltd will not compromise its principles for short-term advantage and in terms of the formal Natsure Underwriting Managers (Pty) Ltd Conflict of Interest Policy and Procedure, Natsure Management will adhere to the applicable legislation and not exceed the said limits when offering or contributing to any activity, event or sponsorship.*

REPORTING:

MANAGEMENT COMMITTEE by the most senior person involved in that decision.

DISCLOSURE AND RECORDKEEPING:

It is this business policy to avoid all possible conflicts of interest, but if this is not possible, then full disclosure of this conflict must be made in writing to our clients. Part of managing conflicts of interest is making appropriate disclosures. Our clients will be adequately informed about any conflicts of interest that might affect the provision of financial services to them. This means providing clear, concise and effective disclosure so that clients can make an informed decision about how the conflict might affect the relevant service. Where a conflict is identified and a decision made, the nature of the decision must be communicated to the third party in writing as soon as possible. This applies regardless of whether the decision was made to stop doing business or continue with the business, despite the existence of the conflict. Written records of how conflicts of interest are managed, together with all reports referred

to, must be kept for a period of 5 years and be available for inspection by the compliance officer on request (for example, records of disclosures made and actions taken over any breaches of policies and procedures).

MANAGEMENT AND MITIGATION:

The Management committee of the Natsure Underwriting Managers (Pty) Ltd will review all conflicts annually and make recommendations regarding steps to avoid a recurrence of those aspects. The Public Officer will accept responsibility for the implementation of all steps necessary. Notice of the attention paid to conflict of interest must be contained in the minutes of the meetings of the Management committee / Executive committee and the relevant extracts of the minutes must be made available to Natsure Underwriting Managers (Pty) Ltd's compliance officer on request, to enable the compliance officer to report on compliance with this policy.

GIFTS AND INDUCEMENTS:

The official policy of Natsure Underwriting Managers (Pty) Ltd is as follows:

No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity. Officers, directors and employees shall avoid Gifts, Gratuities and/or excessive Entertainment, in order to attract or influence business activity. Any gifts or gratuities over the value of R1 000 (annual calendar year total) from any other person or their associate as defined in Financial Services Board Notice 58 of 2010 may not be accepted by any person in the organization and neither may such gifts or incentives be given by any person in the business, to any third party.

No gifts or gratuities may be accepted or given without written consent from the Public Officer and all such gifts must be registered in the non-cash incentive/gifts register. In exercising discretion, the Public Officer must have regard to any commission regulations or other laws which may be breached by the receipt of 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 also applies to invitations to any functions, including lunches, dinners, training interventions and prize-giving's.

The gifts register shall be a book with fixed pages and all entries must be made in chronological order in the book. No pages may be removed from the book. Alternatively, an electronic register may be kept provided that the risk of tampering is mitigated. The gifts register shall be audited by the Public Officer on a quarterly basis to determine whether any gifts or incentives exceeded the aggregate value of R1 000. The results of the audit shall be communicated to the CEO. In determining whether any gift or incentive is to be allowed, the CEO shall have regard to this report.

EXAMPLES OF CONFLICTS OF INTEREST:

- Personal interests may include working relationships and/or financial interests with immediate family members or relatives.
- Activities include outside employment in areas similar to those in which the Business is involved;

- Outside work for clients, suppliers, vendors, or competitors of the business;
- Operating as a supplier to the business;
- Activities that have the potential to affect the staff member's objectivity;
- Activities that could reflect negatively on the reputation of the business and its employees;
- Holding a financial interest in a business concern that is a supplier, client, partner, subcontractor, or competitor of the business constitutes a conflict of interest under certain conditions;
- Participating in any activity that might lead to or give the appearance of unapproved disclosures of the business' confidential information or client confidential information;
- Using an official position to obtain special privileges or advantages from individuals or businesses;
- An employee, officer or director may serve on external non-profit, governmental or for-profit governance boards, however if such service in any way could create an actual or perceived conflict of interest, the services must be disclosed, and approved by the governing body of the business;
- No person may receive or solicit outside employment, including paid service on a governance board, or compensation that would impair the independence of judgment of the individual in performing duties as an employee of the business.

ACTIVITIES REQUIRING FULL DISCLOSURE:

We, or some other person connected with us may have an interest, relationship or arrangement that is material to the service, or transaction concerned.

To manage such conflicts, we require our employees to fully disclose, and disregard when dealing with our clients:

1. Financial interest in any supplier, client or competitor entity.
2. Acting as an employee, officer, director, consultant, representative, or agent for a supplier, client, partner, subcontractor, or competitor.
3. Engaging in any activity that could create the appearance of a conflict of interest, which may impair the reputation of The Business for impartiality and fair dealing.

INSIDER TRADING:

Officers, directors and employees of the business will often come into contact with, or have possession of, proprietary, confidential or business-sensitive information and must take appropriate steps to assure that such information is strictly safeguarded.

This information – whether it is on behalf of Natsure Underwriting Managers (Pty) Ltd or any of our clients or affiliates – could include strategic business plans, operating results, marketing strategies, client lists, personnel records, upcoming acquisitions and divestitures, new investments, and manufacturing costs, processes and methods. Proprietary, confidential and sensitive business information about this business, other companies, individuals and entities should be treated with sensitivity and discretion and only be disseminated on a need-to-know basis.

No disclosure of confidential information is permitted without written permission of the client or the most senior manager of this business. Misuse of material inside information in connection with trading in the business's securities can expose an individual to civil liability and penalties. Under current

legislation, directors, officers, and employees in possession of material information not available to the public are “insiders.”

Spouses, friends, suppliers, brokers, and others outside the business who may have acquired the information directly or indirectly from a director, officer or employee are also “insiders.” The Act prohibits insiders from trading in, or recommending the sale or purchase of, the business’s securities, while such inside information is regarded as “material”, or if it is important enough to influence you or any other person in the purchase or sale of securities of any business with which we do business, which could be affected by the inside information.

The following guidelines should be followed in dealing with inside information:

- Until the material information has been publicly released by the business, an employee must not disclose it to anyone except those within the business whose positions require use of the information.
- Employees must not buy or sell the business’s securities when they have knowledge of material information concerning the business until it has been disclosed to the public and the public has had sufficient time to absorb the information.
- Employees shall not buy or sell shares of another corporation, the value of which is likely to be affected by an action by the business of which the employee is aware and which has not been publicly disclosed.

Officers, directors and employees will seek to report all information accurately and honestly, and as otherwise required by applicable reporting requirements.

Officers, directors and employees will refrain from gathering competitor intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in such a manner. The officers, directors and employees of the business will seek to avoid exaggerating or disparaging comparisons of the services and competence of their competitors.

EMPLOYEE TRAINING AND GENERAL AWARENESS:

All the business’s staff must be trained on this policy. A copy of the policy will be provided to each staff member at inception of that staff member’s duties and updated versions must be circulated as and when they are updated.

It is the responsibility of the Public Officer to ensure that the provisions of this paragraph are complied with.

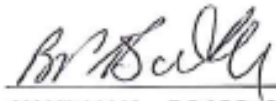
It is our policy to inform all clients of the existence of this policy and make it available to such clients on the official Natsure Underwriting Managers (Pty) Ltd website and will be monitored by the Public Officer.

This Policy forms part of the Risk Management framework of Natsure Underwriting Managers (Pty) Ltd. The Risk and Compliance Department is responsible for the identification and management of any existence of conflict of interest. All queries regarding this Policy can be directed to the Public Officer.

A violation of this Policy is a serious matter that could cause harm to the business. Any employee of Natsure Underwriting Managers (Pty) Ltd, who fails to comply with this Policy, will be subjected to the appropriate disciplinary proceedings in terms of the Natsure Underwriting Managers (Pty) Ltd Disciplinary Code which could result in the termination of employment.

APPROVAL:

The Conflict of Interest Policy has been reviewed and approved by the Board of Directors. The Policy will be maintained by the Public Officer.



CHAIRMAN - BOARD OF DIRECTORS

DR. PB BOTHA