



NFB ASSET MANAGEMENT (PTY) LIMITED - FSP: 25962

("hereinafter referred to as the FSP")

CONFLICT OF INTEREST MANAGEMENT POLICY

BACKGROUND

The Board of Directors of the FSP ("the Board") has reviewed the Conflict of Interest legislation contained in the General Code of Conduct of the Financial Advisory and Intermediary Services Act ("FAIS"), in consultation with the FSP's compliance officer, and has updated the FSP's conflict of interest policy accordingly.

The Board has therefore adopted the following principles relating to conflicts of interests which all Key Individuals, Representatives and employees are required to conform to.

Any employee who fails to comply with these principles will be debarred from acting as a Key Individual or Representative as required in terms of FAIS.

THE CONFLICT OF INTEREST MANAGEMENT PROCESS COVERS THE FOLLOWING AREAS:

- 1) Mechanisms for the identification of conflicts of interest;
- 2) Measures for the avoidance of conflicts of interest, and where avoidance is not possible, the reasons therefore and the measures for the mitigation of such conflicts of interest;
- 3) Measures for the disclosure of conflicts of interest;
- 4) The processes, procedures and internal controls to facilitate compliance with the policy;
- 5) Confirmation of the consequences of non-compliance with the policy by the provider's employees and representatives;
- 6) Specifying the type of financial interest that the FSP will offer its representatives and when its representatives will be entitled to such financial interest
- 7) A list of all the FSP's associates;
- 8) A list of all parties in which the FSP holds an ownership interest;
- 9) A list of all third parties that holds an ownership interest in the FSP.

KNOWLEDGE INTO **WEALTH**

Illovo Point Office No 1101 68 Melville Road Illovo Sandton 2196 | PO Box 55031 Northlands 2116
Telephone: +27 11 895 8000 | Facsimile: +27 11 784 8831 | Email: am@nfb.co.za

NFB Asset Management (Pty) Ltd. | Reg.No. 2005/042953/07 | An authorised financial services provider

WWW.NFBAM.CO.ZA

THE GENERAL CODE OF CONDUCT OF FAIS

In terms of Section 3A(2)(a) of the General code of Conduct “every provider, other than a representative, must adopt, maintain and implement a conflict of interest management policy that complies with the provisions of the Act”.

Policy: The Board of Directors of the FSP hereby accepts the provisions stipulated in this document as the formal Conflict of Interest Management Policy of the FSP.

DEFINITIONS

FAIS contains the following important definitions relating to conflicts of interest:

Associate: means

- a) in relation to a natural person,
 - i) a person who is recognised in law or the tenets of religion as the spouse, life partner, or civil union partner of that person;
 - ii) a child of that person, including a stepchild, adopted child and a child born out of wedlock;
 - iii) a parent or stepparent of that person;
 - iv) a person in respect of which that person is recognised in law or appointed by a court as the person legally responsible for managing the affairs of or meeting the daily care needs of the first mentioned person;
 - v) a person who is the spouse, life partner or civil union partner of a person referred to in (ii), (iii) and (iv);
 - vi) a person who is in a commercial partnership with that person.
- b) in relation to a juristic person,
 - i) which is a company, means any subsidiary or holding company of that company, any other subsidiary of that holding company and any other company of which that holding company is a subsidiary;
 - ii) which is a closed corporation registered under the Close Corporations Act, means any member thereof as defined in section 1 of that Act;
 - iii) which is not a company or a closed corporation, means another juristic person which would have been a subsidiary or holding company of the first-mentioned juristic person:
 - a) had such first-mentioned juristic person been a company; or
 - b) in the case where that other person, too, is not a company, had both the first-mentioned juristic person and that other juristic person been a company;
 - iv) means any person in accordance with whose directions or instructions the board of directors of or, in the case where such juristic person is not a company, the Governing Body of such juristic person is accustomed to act.
- c) in relation to any person,
 - i) means any juristic person of which the board of directors or, in the case where such juristic person is not a company, of which the Governing Body is accustomed to act in accordance with the directions or instructions of the person first-mentioned in this paragraph;
 - ii) includes any trust controlled or administered by that person.

Conflict of interest: means any situation in which a provider or a representative has an actual or potential interest that may, in rendering a financial service to a client:

- a) influence the objective performance of his, her or its obligations to that client; or
- b) prevents a provider or representative from rendering an unbiased and fair financial service to that client, or from acting in the interest of that client, including but not limited to -
 - i) a financial interest;
 - ii) an ownership interest;
 - iii) any relationship with a third party.

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 or providers 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 or providers 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.

Financial interest: means any cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic or foreign travel, hospitality, accommodation, sponsorship, other incentive or valuable consideration, other than –

- a) an ownership interest;
- b) training, that is not exclusively available to a selected group of providers or representatives, on –
 - i) products and legal matters relating to those products;
 - ii) general financial and industry information;
 - iii) specialised technological systems of a third party necessary for the rendering of a financial service; but excluding travel and accommodations associated with that training;
- c) a recognised qualifying enterprise development contribution to a qualifying beneficiary by a provider that is a measured entity.

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.

Ownership interest: means

- a) any equity or proprietary interest, for which fair value was paid by the owner at the time of acquisition, other than equity or an 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.

Significant Owner: means a person who is a significant owner of a financial institution if the person directly or indirectly alone or together with a related or inter-related person has the ability to control or influence materially the business or strategy of the financial institution, as per section 157(1)(2) of the Financial Sector Regulation Act, 2017.

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.

White Labelling: refers to the marketing of or offering a specific financial product of a product supplier wholly or partially under the brand of another person who is not the product supplier, in terms of the arrangement between product supplier and that other person.

THE POINT OF DEPARTURE OF THE CONFLICT OF INTEREST REQUIREMENTS:

THE AVOIDANCE AND MITIGATION OF CONFLICTS OF INTEREST

In terms of the General Code of Conduct a provider and a representative must avoid, and where this is not possible, mitigate any conflict of interest between the provider and a client or the representative and a client.

In order to comply with this requirement, it is necessary for the FSP to identify any and all conflicts of interest that are applicable to the FSP's business and then to determine whether or not said conflicts can be avoided given the financial service that the FSP provides to its clients.

If the conflict of interest is avoidable given the financial service that the FSP provides to its clients, then the FSP must desist from the activity that gives rise to the conflict of interest. If the FSP is of the opinion that the conflict of interest is unavoidable given the nature of the financial service that the FSP provides to its clients, then FAIS requires the FSP to mitigate that conflict of interest. In other words, the FSP must be sure to manage the conflict of interest with a view to mitigating any adverse outcomes to clients given the nature of the conflict of interest.

THE IDENTIFICATION OF CONFLICTS OF INTERESTS

In terms of Section 3A(2)(b)(i)(aa) of the General Code of Conduct, a conflict of interest management policy must provide mechanisms for the identification of conflicts of interest.

On an ongoing basis, there is an obligation on all key individuals and representatives to apply their minds to the identification of potential and actual conflicts of interests by asking the following questions in relation to the financial services that they provide:

- a) "Is there any situation that exists that influences the objective performance of my obligations to my client"?
- b) "Is there any situation that exists that prevents me from rendering an unbiased and fair financial service to my client"?
- c) "Is there any situation that exists that prevents me from acting in the interest of my client"?

If the answer to any one of these questions is "no" then no further action would be required. If the answer to any one of these questions is "yes" then the situation must be referred to the Board for evaluation.

It is the role of the Board to determine whether or not an actual conflict of interest exists and to ultimately define a certain practice or activity as a conflict of interest.

The mechanisms for the identification of conflicts of interests are therefore the following:

- a) There is an obligation on all key individuals and representatives to identify potential and actual conflicts of interest on an ongoing basis.
- b) Once identified, potential and actual conflicts of interest must be reported to the Board for determination.
- c) During Board meetings, the Board must investigate whether or not any conflict of interest exist in addition to those identified by the key individuals and representatives by considering inter alia:
 - i. Reviewing all agreements signed with third parties or associates since the previous Board meeting.
 - ii. Reviewing the relationships that the FSP has with any third party or associate in order to determine if those relationships give rise to actual conflicts of interests.
 - iii. Reviewing all financial interests, ownership interests in order to determine if any conflict of interest is present.
 - iv. Updating the list of associates in the annexure to this Policy.
 - v. Updating the list of ownership interests in the annexure to this Policy.
 - vi. All gifts of more than R50 must be listed in the FSP's gifts register.
 - vii. All records relating to the identification of conflicts of interest must be maintained indefinitely.

GUIDANCE NOTES ON “OBJECTIVE PERFORMANCE” AND “UNBIASED AND FAIR”

The contextual definition of the relevant sections referring to “influences the objective performance” and “unbiased and fair financial services” cannot to be found within legislation and its interpretive meaning must therefore be sourced from elsewhere.

It is generally accepted that the word “objective” implies a situation where an individual’s feelings or opinions are completely absent. The “objective performance” of an FSP’s obligations therefore implies a situation where financial services are rendered without the influence of unrelated feelings or opinions. In the same vein, “unrelated feelings and opinions” denote separate, external persuasions or motivations where no causal link or nexus can be found between the particular feeling or opinion and the financial service that is rendered within the best interests of the client.

Put differently, if an unrelated feeling or opinion of an individual, influences the performance of such said individual’s obligations, it cannot be said to be an objective performance of that individual’s obligation.

The word “bias” indicates an inclination or prejudice in favour of a particular person or viewpoint. Similarly, the word “fair” indicates a situation of just circumstances or treating people equally. Unbiased financial services therefore imply financial services that do not lend itself to a particular preference towards a person or viewpoint, if an accompanying, reasonable justification for such preference cannot be found.

Consequently, all unbiased financial services must necessarily comprise services that are capable of being motivated by readily discernable, logical reasons and explanations. “Fair” financial services on the other hand imply a situation where the same conclusion or outcome is consistently reached given the same exact set of circumstances. In other words, financial services cannot be said to be fair if a pattern of favouritism begin to present itself vis-à-vis a particular person or service. Any unexpected inconsistencies towards a group of clients and/or a particular client must therefore again, have to be motivated by logic reasons and explanations.

AVOIDANCE AND MITIGATION OF CONFLICTS OF INTEREST

As specified above, the point of departure of the conflict of interest legislation is that the provider and a representative must avoid, and where this is not possible, mitigate any conflict of interest between the provider and a client or the representative and a client.

In other words, the point of departure is that FSP’s need to avoid conflict of interest scenarios. Only where this is not possible can the FSP continue with the practice that gives rise to the conflict of interest however then the FSP must make certain that it takes steps to mitigate the conflict of interest.

Furthermore, **in terms of Section 3A(2)(b)(i)(bb)** of the General Code of Conduct, a conflict of interest management policy must provide measures for the avoidance of conflicts of interest, and where avoidance is not possible, the reasons therefore and the measures for the mitigation of such conflicts of interest.

Therefore, once the Board has identified a conflict of interest, it must determine whether or not the conflict of interest is avoidable or not given the financial service that the FSP provides in the interests of its clients.

If the Board is of the opinion that the conflict of interest is avoidable, then the FSP must desist from the activity immediately.

Whenever a practice falls within the conflict of interest definition and the Board is of the opinion that it is not possible to avoid the conflict of interest, given the financial service that the FSP provides in the interests of its clients, then the Board must:

- 1) Disclose the conflict of interest in an annexure to this Policy.
- 2) Provide reasons why the Board has determined that the conflict of interest cannot be avoided in said annexure.
- 3) Provide details in said annexure of the steps that will be taken to mitigate the conflict of interest for clients.
- 4) Disclose the conflict of interest, details relating to the avoidability and mitigation of the conflict of interest to the FSP’s compliance officer.

In addition to any specific mechanisms that may be included in the annexure referred to above relating to specific conflicts of interests, the mitigation process will always include the adoption of the following measures:

- 1) The actual or potential conflict of interest must remain only for as long as it is absolutely necessary given the unavailability of the actual or potential conflict of interest.
- 2) Alternative arrangements to a proposed transaction, contract or arrangement that is the subject of the conflict of interest must be investigated on a continuous basis.
- 3) The rendering of financial services must at all times be conducted as to the best interest of the client (in as far as this is possible, given the unavailability of the actual or potential conflict of interest).
- 4) All representatives must be made aware of the actual or potential conflict of interest, and the reasons for its unavailability.
- 5) Where possible, full disclosure of the actual or potential conflict of interest must be made to the client at the earliest reasonable opportunity.
- 6) The FSP's compliance officer must include a report on the FSP's conflict of interest management policy in compliance reports submitted to the Registrar under FAIS. This report must report on at least the implementation, monitoring and compliance with, and the accessibility of the conflict of interest management policy.

DISCLOSURE

In terms of Section 3A(2)(b)(i)(cc) of the General Code of Conduct, a conflict of interest management policy must provide measures for the disclosure of conflicts of interest.

The FSP must make appropriate disclosures to third parties including clients, as part of its arrangement to manage conflicts of interest. It is acknowledged that while disclosure alone will often not be enough, disclosure must be treated as an integral part of managing conflicts of interest. The FSP is therefore committed to ensure that clients are adequately informed about any conflicts of interest that may affect the provision of financial services to them.

It is furthermore acknowledged that, whilst a clearly identified conflict of interest will not necessarily cause the provision of financial advice to a client to be significantly compromised, it should nonetheless be disclosed to the client. The client must be afforded the opportunity to decide for him/herself whether the conflict of interest is significant and to what extent he/she will wish to proceed with the specific financial service.

On the discovery and identification of a conflict of interest, and the subsequent determination of its unavailability, the following disclosure processes will be implemented on behalf of the FSP:

- 1) Full disclosure of the actual or potential conflict of interest must be made to all the key individuals and representatives of the FSP.
- 2) Full disclosure of the actual or potential conflict of interest must be made to the compliance officer of the FSP.

On the discovery and identification of a conflict of interest, and the subsequent determination of its unavailability, the following disclosure processes will be implemented on behalf of the client:

- 1) Where appropriate and relevant, disclosure of the conflict of interest must be made in the fund fact sheets or minimum disclosure document of the portfolios, as appropriate, that are affected.
- 2) The disclosure must be formulated in such a way as to be considered specific and meaningful to the client.
- 3) The disclosure must be made in such a way as to allow the client to make an informed decision as to whether to continue with the financial services.
- 4) Where there is a model portfolio involved, the existence of a conflict of interest policy must be disclosed in the mandate which is signed by the client.
- 5) The reasons for the conflict of interest's unavailability must be made available to the client on request.
- 6) The conflict of interest policy must be made available to the client on request.
- 7) The FSP's gift register must be made available to the client on request.

FACILITATION OF COMPLIANCE WITH THE POLICY

In terms of Section 3A(2)(b)(i)(dd) of the General Code of Conduct a conflict of interest management policy must provide processes, procedures and internal controls to facilitate compliance with the policy.

The processes associated with the implementation and continued compliance of the conflict of interest management policy will be performed by the Board of the FSP as well as the appointed Compliance Officer.

INTERNAL CONTROLS AND PROCESSES INCLUDE THE FOLLOWING:

- 1) The Board of the FSP will ensure that the policy is kept on the compliance file, and the appointed Compliance Officer will confirm its adoption as part of the FSP's quarterly feedback report.
- 2) The Board of the FSP will ensure that all relevant staff are aware of the policy.
- 3) The Board of the FSP will ensure that the annexure section of this policy is completed, and the appointed Compliance Officer will confirm such completion as part of the FSP's quarterly feedback report.
- 4) The Board of the FSP will ensure the annual review of all contracts held with 3rd parties, and the appointed Compliance Officer will confirm such review as part of the FSP's feedback report.
- 5) The Board of the FSP will ensure that a list of all the FSP's associates is attached hereto and updated annually. The appointed Compliance Officer will confirm such update as part of the FSP's feedback report.
- 6) The Board of the FSP will ensure that a list of all the parties in which the FSP holds an ownership interest is attached hereto and updated annually. The appointed Compliance Officer will confirm such update as part of the FSP's feedback report.
- 7) The Board of the FSP will ensure that a list of all third parties that holds an ownership interest in the FSP is attached hereto and updated annually. The appointed Compliance Officer will confirm such update as part of the FSP's feedback report.
- 8) The Board of the FSP will ensure that all gifts received from 3rd parties, with an estimated value of R50 or more are recorded in the FSP's gift register. The appointed Compliance Officer will confirm that such register is in place as part of the FSP's quarterly feedback report.
- 9) The Board of the FSP will ensure that all records associated with the identification of actual or potentials conflicts of interest are kept on the compliance file. The appointed Compliance Officer will confirm such records as part of the FSP's quarterly feedback report.
- 10) The Board of the FSP will ensure that the proper disclosure requirements are communicated to the client. The appointed Compliance Officer will confirm such disclosures as part of the FSP's quarterly feedback report.
- 11) The policy will be overseen by the Board of the FSP who carry the responsibility for the implementation, reviewing and updating of the policy's associated processes.

FINANCIAL INTERESTS THAT MAY BE RECEIVED BY THE FSP AND ANY REPRESENTATIVE

A provider or its representatives may only receive or offer the following financial interest from or to a third party:

- 1) **Commissions** as authorised under the Long-term Insurance Act, Short-term Insurance Act and the Medical Schemes Act
- 2) **Fees** as authorised under the Long-term Insurance Act, Short-term Insurance Act and the Medical Schemes Act
- 3) **Fees** for the rendering of financial services in respect of which the abovementioned commissions and fees are not paid, provided that the amount, frequency, payment method and recipient of those fees and the details of the services rendered in exchange of those fees are specifically agreed to by the client in writing and that those fees may be stopped at the discretion of the client.
- 4) **Fees or remuneration** for the rendering of a service to a third party.
- 5) **An immaterial financial interest** i.e. a financial interest with a determinable monetary value, the aggregate of which does not exceed R1000 in any calendar year from the same third party in that calendar year received by – a provider who is a sole proprietor, or a representative for that representative's direct benefit, or a provider who for its benefit or that of some or all of its representatives, aggregates the immaterial financial interest paid to its representatives.
- 6) **A financial interest not referred to above**, 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.
- 7) A provider **may not** offer any financial interest to a representative of that provider:

- a) that is determined with reference to the quantity of business secured for the provider without also giving due regard to the delivery of fair outcomes for clients.
- b) for giving preference to a **specific product supplier**, where a representative may recommend more than one product supplier to a client
- c) or giving preference to a **specific product of a product supplier**, where a representative may recommend more than one product of that product supplier to a client.

It is specifically recorded that the only financial interests that any representative or key individual of the FSP will be entitled to is the remuneration disclosed in each employee's service contract.

A salary-based remuneration strategy ensures that the financial interest to which the FSP's representatives are entitled to, is not:

- a) based on quantity of business secured for the FSP, without also giving due regard to the delivery of fair outcomes for clients;
- b) based on preference given to a specific product supplier, where a representative may recommend more than one product supplier to a client; or
- c) preference to a specific product of a product supplier, where a representative may recommend more than one product of that product supplier to a client.

Furthermore, a salary-based remuneration strategy, allows the FSP to consider measurable indicators relating to:

- a) achievement of minimum service level standards in respect of clients;
- b) delivery of fair outcomes for clients;
- c) quality of the representative's compliance with this Act;

by incorporating the above into key performance indicators that employees must demonstrate to employers on an ongoing basis. Sufficient weight is therefore attached to such indicators to materially mitigate the risk of the representative giving preference to the quantity of business secured for the provider over the fair treatment of clients.

CONSEQUENCES OF NON-COMPLIANCE

In terms of Section 3A(2)(b)(i)(ee) of the General Code of Conduct a conflict of interest management policy must provide for the consequences of non-compliance with the policy by the FSP's employees and representatives.

If there is reason to believe that an employee or a representative has failed to disclose actual or possible conflicts of interest, the FSP's Board shall afford that person the opportunity to explain the alleged failure to disclose.

If after hearing the response of the employee or representative and making such further enquiries as may be warranted in the circumstances, and where the Board determines that the employee or representative has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ANNEXURE A

In terms of the Conflict of Interest Management Policy, the Board of the FSP has identified the following conflicts of interest, the reasons for the unavoidability of said conflicts of interest and the specific steps that will be taken to mitigate the conflict of interest to clients:

THE IDENTIFIED CONFLICTS OF INTERESTS

1) The recommendation of investments into the NFB Funds

Potential conflict of interest: The FSP carries out activities as an asset manager. The FSP is the specialist multi-manager business that is responsible for the investment management of the NFB Funds. Furthermore, certain Representatives of the FSP are members of the FSP's investment committee and may be entitled to an annual investment management fee, financial interest or ownership interest in relation to investments placed in the NFB Funds. A potential conflict of interest may arise where recommendations are made by representatives of the FSP in relation to investments in the NFB Funds.

2) The acceptance of invitations to functions, incentive trip and conferences

Potential conflict of interest: A potential conflict of interest is possible if the sole result of the acceptance of any invitation would be an attempt by a product or service provider to attract business.

Policy: As a point of departure, Key Individuals and Representatives of the FSP are not permitted to accept any invitation that has as its sole purpose an incentive to transfer assets to the applicable provider.

Incentive trips: For purposes of this Policy, incentive trips are defined as any trip, whether local or foreign that has its sole objective of incentivising the FSP to place investments with the relevant product or service provider.

Policy: No Key Individual or Representative is entitled to accept any invitation to any incentive trip.

Functions: Functions are defined as marketing events that are organised by product or service providers in an attempt to build relationships with their clients, where the event is held in the Republic of South Africa and does not include the funding of accommodation and travel.

Policy: Key Individuals and Representatives are entitled to accept invitations to functions, however they are cautioned against accepting more than 6 functions per year from any one product or service provider.

Conference: Conferences are defined as any event that is sponsored by a product or service provider, whether in or outside of the Republic of South Africa, in terms of which the applicable Key Individual or Representative will be exposed to speakers and/or workshops and/or information that could ultimately improve the knowledge base of the business and benefit the FSP's clients.

Policy: Key Individuals and Representatives are entitled to accept invitations to conferences, provided that the FSP funds all travel and accommodation requirements associated with such trip.

3) Global asset management capability and partnerships

In order to cater for the ever-growing needs of South African investors who wish to globally diversify their investment portfolios, the FSP, through its Mauritian investment management business NFB AM International, is a member of the Strategic Investment Partners ("SIP") group of companies in Mauritius. SIP and NFB AM International are specialist investment management businesses that focus on managing global investment portfolios.

NFB AM International and SIP act as the unrestricted investment advisors and co-investment managers of the NFB offshore portfolios which are domiciled in Ireland, for which they earn a combined annual asset management fee of up to 1%.

The FSP has the authority to invest in the NFB offshore range of portfolios which are managed by other investment managers within the NFB global group provided that the FSP does not charge any fees in South Africa against the value of investments that are invested in the NFB offshore range of portfolios.

The FSP is a direct and/or indirect shareholder of NFB AM International and may therefore either directly or indirectly become entitled to dividend distributions from NFB AM International and/or SIP.

4) The FSP has an indirect shareholding in Ci

The FSP is an indirect shareholder of Ci Collective Investments (RF) (Pty) Ltd (“Ci”). Ci is approved by the Financial Sector Conduct Authority as a manager in terms of the Collective Investment Schemes Control Act. Ci is responsible for hosting and administering the NFB Portfolios. As an indirect shareholder, the FSP may earn dividends from time to time and the FSP’s participation in any dividends will be linked to:

- a) The revenue generated by Ci from the NFB Portfolios, and
- b) The revenue generated by Ci from investments in any Ci institutional unit trust funds

REASONS WHY THE CONFLICT OF INTEREST IS UNAVOIDABLE

1) The recommendation of investments into the NFB Funds

This strategy is unavoidable and in the interests of investors for the following reasons:

- a) It is an efficient way for the FSP (or FSP group) to actively manage its clients’ investments on an ongoing basis given:
 - i. The number of clients
 - ii. The geographical spread of the clients
 - iii. The number of investment platforms utilised
- b) It ensures that clients in similar risk profiles are managed on the same basis without timing and investment constraint differences. This is in line with TCF principles aimed at achieving similar outcomes for clients with similar characteristics.
- c) The fund of funds structure ensures that discretionary management does not result in CGT implications for local Collective Investment Scheme investors.
- d) It formally ensures that investors have the benefit of greater transparency in the manner in which their investments are managed and the quantum of the costs that are levied.
- e) It provides investors with access to specialised, dedicated asset management expertise and investment research on an ongoing cost effective basis.
- f) It is an effective way to implement the predetermined investment process without the administrative constraints of LISP’s (capped funds, funds not on platforms, timing of switches).
- g) By virtue of scale of propositions, access to lower cost fund classes can be negotiated for the benefit of investors.

2) The acceptance of invitations to functions, incentive trip and conferences

- a) The attendance by the FSP at functions and conferences is a useful way for the FSP to remain informed with regard to industry matters, investment related matters, market conditions, product development initiatives and compliance. This is ultimately for the benefit of clients.
- b) It is a good way for the FSP to maintain relationships with key service providers for the benefit of clients.

3) Global asset management capability and partnerships

This conflict of interest is unavoidable for the following reasons:

- a) This is the only way in which the FSP can ensure that there is no double charging applied to investment portfolios.

- b) This is the only way to aggregate the FSP's global investment scale with the scale of other independent global asset managers with a view to reducing the cost of investing.
- c) This is the only way that the FSP can provide access to institutionally priced investments that are only available to SIP members.
- d) This is the only way for the FSP to have access to the SIP investment and operational specialists.

4) The FSP has an indirect shareholding in Ci

- a) Notice 778 of 2011 of the Collective Investment Schemes Control Act requires that asset managers make an election to either remain on the MANCO platform that hosted them at that point in time or amalgamate onto their own platform. In this sense, the making of the election was unavoidable. After much investigation, the FSP is of the opinion that the Ci joint venture option is the best option available to clients and to the FSP.
- b) The law requires that each asset manager may only have one MANCO. The FSP will therefore not be conflicted in terms of having to consider other MANCO offerings and the election of only one MANCO is unavoidable.
- c) This is the only feasible way for the FSP to enjoy the strategic freedom that the FSP will need in future to be able to reduce Total Investment Charges (TIC's) for investors.
- d) The Ci Institutional unit trust funds are an effective way that the clients of the FSP can be exposed to reduced asset management costs through aggregation.

SPECIFIC STEPS THAT WILL BE TAKEN BY THE FSP TO MITIGATE THE CONFLICT OF INTEREST

In addition to the general mitigation steps specified in the policy, the FSP will take the following specific steps to mitigate the potential risk to clients:

1) The recommendation of investments into the NFB Funds

In light of the fact that this investment strategy is in the best interest of clients, it may continue provided that:

- a) Full disclosure must be given to investors with regard to:
 - i. The fact that the FSP has an interest in the product
 - ii. The nature of the interest and full disclosure of fees earned
 - iii. The nature of the product and all relevant details relating to the product
- b) Institute a pricing policy that will confirm the following:
 - i. No fee increases will take place without prior notice to clients.
 - ii. No performance fees will be levied by the FSP.
 - iii. All rebates will be re-invested back into the funds.
 - iv. As far as possible the aggregated scale will be utilised to negotiate favourable fee deals with underlying managers for the benefit of the client.
- c) The FSP must ensure that it will only recommend the in-house solutions where this is in the interests of the client.

2) The acceptance of invitations to functions, incentive trip and conferences

Please see "policy" statements under the section headed "Identification of conflicts of interest" above.

3) Global asset management capability and partnerships

The FSP does not charge any fees in South Africa against the value of investments that are invested in the NFB offshore range of portfolios. In this way the FSP ensures that no "double charging" occurs and the FSP is able to reduce the total investment charges for investors.

4) The FSP has an indirect shareholding in Ci

- a) Wherever reasonably possible, Ci will be utilised to reduce TIC's for clients.
- b) The aggregated scale of all Ci partners will be used to reduce the costs of the Ci Institutional building blocks.
- c) Full disclosure will be done in all marketing and product documentation.
- d) All non-core activities will be outsourced.
- e) All portfolios will be co-branded so as to ensure that all clients are aware of the link between Ci and the FSP.

Date: 2023/03/22



ANNEXURE B

LIST OF ASSOCIATES

In terms of Section 3A(2)(b)(iii) of the General Code of Conduct, a conflict of interest management policy must include a list of all the FSP's associates

Associate's Name	Type of Relationship
NVest Financial Holdings (Pty) Ltd [NVFH]	45 % Shareholder
NVest Securities (Pty) Ltd	Subsidiary of NVFH
NVest Trustees (Pty) Ltd	Subsidiary of NVFH
NVest Properties Ltd	Subsidiary of NVFH
NFB Private Wealth Management (Pty) Ltd	Subsidiary of NVFH
NFB Insurance Brokers (Border) (Pty) Ltd	Subsidiary of NVFH
Independent Executor & Trust (Pty) Ltd	Subsidiary of NVFH
N85 Holdings (Pty) Ltd [N85]	45% Shareholder
NFB Private Wealth Management JHB (Pty) Ltd	Subsidiary of N85
Paul Marais	10 % Shareholder
Strategic Investment Partners (SIP Mauritius)	SIP is a 70% Shareholder of NFB AM International (Mauritius)
NFB AM International (Mauritius)	The FSP is a 30% Shareholder of this entity

Date: 2023/03/22



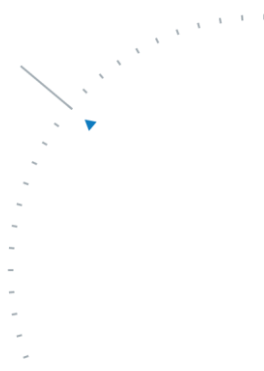
ANNEXURE C

OWNERSHIP INTEREST (FSP)

In terms of Section 3A(2)(b)(v) of the General Code of Conduct, a conflict of interest management policy must include the names of any third parties in which the provider hold an ownership interest.

Name of 3rd party in which the FSP holds an ownership interest:	Nature and extent of ownership interest:
Ci Holdings (Pty) Limited	7.14% shareholding (specific share classes)
Indirect – Ci Collective Investments (RF) (Pty) Limited	Ci Holdings owns 70% of Ci Collective Investments (RF) (Pty) Limited
NFB AM International (Mauritian based company)	30% shareholding

Date: 2023/08/17



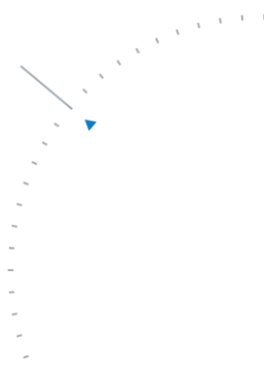
ANNEXURE D

OWNERSHIP INTEREST (3rd Parties):

In terms of Section 3A(2)(b)(vii) of the General Code of Conduct, a conflict of interest management policy must include the names of any third parties that holds an ownership interest in the provider.

Name of 3 rd party that holds an ownership interest in the FSP	Nature and extent of ownership interest
NVest Financial Holdings (Pty) Ltd	45% ownership of NFB Asset Management (Pty) Ltd
N85 Holdings (Pty) Ltd	45% ownership of NFB Asset Management (Pty) Ltd
Paul Marais	10% ownership of NFB Asset Management (Pty) Ltd

Date: 2023/03/22



REVIEW SCHEDULE

2023/03/22 : Complete review of the policy. Adopted by the Board on 2023/03/22.

2023/08/17 : Annexure C – NFB AM shareholding in Ci Holdings amended to 7.14%.