

COI
MANAGEMENT POLICY

IMARA
INVESTING
IN AFRICA

Asset Management

CONFLICT OF INTEREST MANAGEMENT POLICY

FSP NAME: IMARA ASSET MANAGEMENT SA (PTY) LTD

FSP NUMBER: 884

KEY INDIVIDUAL/S: C Botha

REPRESENTATIVES: C Botha, P Nkgahle, H Chetty

BACKGROUND

Imara is a southern African securities, corporate advisory and investment management group with proven expertise in Africa. Imara Asset Management SA (Pty) Ltd (“IAMSA”) is approved by the Financial Services Board as a “Financial Service Provider” (FSP).

Our focus is on the high net worth and mass affluent private client market, whilst our disciplined approach has ensured a successful track record and reputation as a financial services provider. We have a staff of seven investment and advisory professionals who provide our clients with superior service and advice through a range of products.

Section 3A(2)(a) of the General Code of Conduct stipulates that 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. The policy is to provide for mechanisms in place at *IAMSA* to identify, mitigate and manage the conflicts of interest to which *IAMSA* is a party. This Conflict of Interest Management Policy is designed as prescribed in Board Notice 58 of 2010 which amends the General Code of Conduct for Financial Services Providers and Representatives published in Board Notice 80 of 2003, as amended by Board Notice 43 of 2008.

OBJECTIVE OF THE POLICY

This Conflict of Interest Management Policy does not change our existing conflict of management procedures but intends to document them in simple form as required by the Financial Services Board.

In terms of the Financial Advisory and Intermediary Services Act, 2002, *IAMSA* is required to maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to identify, monitor and manage conflict of interest. *IAMSA* has put in place a policy to safeguard its clients’ interests and ensure fair treatment of clients.

All providers, key individuals, representatives, associates and administrative personnel will commit to such policy and the processes will be monitored on an ongoing basis.

IAMSA keeps and maintains a register in which all actual or potential conflicts are recorded.

MISSION STATEMENT ON CONFLICT OF INTEREST

IAMSA is committed to ensuring that all business is conducted in accordance with good business practice. To this end **IAMSA** conducts business in an ethical and equitable manner and in a way that safeguards the interests of all stakeholders to minimise and manage all real and potential conflicts of interests. Like any financial services provider, **IAMSA** is potentially exposed to conflicts of interest in relation to various activities. However, the protection of our clients' interests is our primary concern and so our policy sets out how:

- we will identify circumstances which may give rise to actual or potential conflicts of interest entailing a material risk of damage to our clients' interests;
- we have established appropriate structures and systems to manage those conflicts; and;
- we will maintain systems in an effort to prevent damage to our clients' interests through identified conflicts of interest.

UNDERSTANDING THE DEFINITIONS

Conflict of interest:

A conflict of interest may occur when in rendering a financial service to clients we do not act objectively or do not render an unbiased or fair service to our clients or do not act in their interests, including but not limited to:

- a) a financial interest
- b) an ownership interest
- c) any relationship with a third party.

A financial interest:

Any cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic or foreign travel, hospitality, accommodation, sponsorship, valuable consideration, other incentive or valuable consideration (exceeding R1000 per annum) 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 accommodation associated with that training.

An ownership interest:

(i) any equity or proprietary interest for which a fair value was paid on acquisition other than such an interest held by a nominee;

(ii) includes any dividend, profit share or similar benefit derived from such interest.

Fair value:

Has the meaning assigned to it in the financial reporting standards adopted or issued under the Companies Act, 71 of 2008.

WHAT MAY WE GIVE AND RECEIVE

We confirm that we will only receive financial interest from the contracted providers in the form of:

(i) Commission authorized under the Long-term Insurance Act, 52 of 1998;

(ii) Commission authorized under the Medical Schemes Act, 131 of 1998;

(iii) Fees under the aforesaid acts if these fees are reasonably commensurate to the service being rendered;

(iv) Fees for rendering a financial service in respect of which no commission or fees are paid as aforesaid, if those fees are specifically agreed to by clients in writing and may be stopped at their discretion;

(v) Fees or remuneration for the rendering of a service to a third party, which fees are reasonably commensurate to the service being rendered;

(vi) Subject to any other law, an immaterial financial interest;

(vii) A financial interest for which a consideration, fair value or remuneration that is reasonably commensurate to the value of the financial interest, is paid at the time of receipt thereof.

REMUNERATION POLICY

Our remuneration policy is as follows:

Key Individuals: Salary plus profit share (if any)

Representatives: Salary plus profit share (if any)

No more than 30% of commissions received by IAMSA emanate from a single product provider.

PROCESSES AND INTERNAL CONTROLS

Identification of Conflict of Interest

To adequately manage conflicts of interest we must identify all relevant conflicts timeously. In determining whether there is or may be a conflict of interest to which the policy applies, **IAMSA** considers whether there is a material risk of damage to the client, taking into account whether **IAMSA** or its representative, associate or employee:

- is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- has an interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;
- has a financial or other incentive to favour the interest of another client, group of clients or any other third party over the interests of the client;
- receives or will receive from a person other than the client, an inducement in relation to a service provided to the client in the form of monies, goods or services, other than the legislated commission or reasonable fee for that service.

Our policy defines possible conflicts of interest as, *inter alia*:

- conflicts of interest between **IAMSA** and the client;
- conflicts of interest between our clients if we are acting for different clients and the different interests conflict materially;
- conflicts of interest where associates, product suppliers, distribution channels or any other third party is involved in the rendering of a financial service to a client;
- holding confidential information on clients which, if we would disclose or use, would affect the advice or services provided to clients. We may only receive commissions authorised in terms of applicable legislation.

IAMSA maintains an index of potential conflict risks, taking into consideration all business areas and income streams. The index is updated with all new conflicts identified, and to ensure completeness is reviewed on an annual basis. Apart from the register of actual conflict of interests, record will be kept of potential conflict of interest and closely monitored.

All employees, including internal compliance officers and management, are responsible for identifying specific instances of conflict and are required to notify the Key Individual of any conflicts they become aware of. The Key Individual will assess the implications of the conflict and how the conflict should be managed and act impartially to avoid a material risk of harming clients' interests.

MEASUREMENT FOR AVOIDANCE AND MITIGATION OF CONFLICT OF INTERESTS

Create awareness and knowledge of applicable stipulations of the General Code of Conduct and relevant legislation relating to conflict of interest, through training and educational material.

Ensure understanding and adoption of conflict of interest policy and management measures by all employees, representatives and associates.

Regular inspections on all commissions, remuneration, fees and financial interests proposed or received in order to avoid non-compliance.

Keep a register of conflicts of interest.

Once a conflict of interest has been identified it needs to be appropriately and adequately managed.

The Key Individual will assess each conflict, including whether the conflict is actual or perceived, what the value of the conflict or exposure is and the potential reputational risk. Compliance and management then agree on the controls that need to be put in place to manage the conflict.

- **Disclosure:**

Where there is no other way of managing a conflict, or where the measures in place do not sufficiently protect clients' interests, the conflict must be disclosed to allow clients to make an informed decision on whether to continue using our service in the situation concerned. In all cases, where appropriate and where determinable, the monetary value of non-cash inducements will be disclosed to clients. **The potential conflict must be communicated to the client in writing highlighting all aspects of the potential conflict and detailing monetary value of all cash and non-cash inducements. The disclosure must be signed by the client and a duplicate retained in the client's file.**

- **Publication:**

If required, we will publish our conflict of interest management policy in appropriate media and ensure that it is easily accessible for public inspection at all reasonable times. **A copy will be provided on the client's request.**

- **Declining to act:**

We may decline to act for a client in cases where we believe the conflict of interest cannot be managed in any other way.

ONGOING MONITORING OF CONFLICT OF INTEREST MANAGEMENT

This policy will be reviewed annually, and must be included in our annual FSB compliance report, containing details "...on a least the implementation, monitoring and compliance with, and the accessibility of the conflict of interest management policy."

The Managing Director is responsible for the supervision and monitoring of this policy as well as the process to be followed e.g. inspection of new business transactions, client interviews, discussion with product providers etc. The Managing Director will regularly monitor and assess all related matters.

TRAINING AND STAFF

All employees and representatives are required to read Board Notice 58 of 2010 as well as this policy and to sign a statement to the effect that they have done so and fully understand the provisions of both documents and the application thereof.

Comprehensive training on the Conflict of Interest policy will be provided to all employees and representatives as part of general FAIS training or specifically.

Training will be incorporated as part of all new appointees' induction and refresher training provided on an annual basis.

The Key Individual will conduct ad hoc checks on business transactions to ensure the policy has been complied with.

The Compliance Officer will include monitoring of the Conflict of Interest policy as part of his/her general monitoring duties and will report thereon in the annual compliance report.

Non-compliance will be subject to disciplinary procedures in terms of FAIS and employment conditions and can ultimately result in debarment or dismissal as applicable.

Avoidance, limitation or circumvention of this policy via an associate will be deemed non-compliance.

This policy shall be reviewed annually and updated if applicable.

REPRESENTATIVE INCENTIVES

We confirm we will not offer any financial interest to our key individuals or representatives for-

- (i) favouring quantity of business over quality of service; or
- (ii) giving preference to a specific product supplier where more than one supplier can be recommended to a client; or
- (iii) giving preference to a specific product of a supplier where more than one product of that supplier can be recommended.

REGISTERS:

With regard to existing third party relationships, being the product suppliers listed in our Client Letter of Introduction, we confirm that we do not have an ownership interest or are subject to exclusive training nor are there any other circumstances which could lead to a potential conflict of interest. Should any conflicts arise with regard to any of these prior to entering into any business transaction with you we undertake to disclose these in the registers below.

Imara Asset Management SA (Pty) Ltd has implemented the registers below:

1. Nature and Extent of Ownership interests
2. Financial Interest Received
3. Nature and Extent of Business Relationships
4. Associations