



Santam SI Investments (Pty) Ltd and its subsidiaries (The “Company” or “Santam SI Investments Group”)

Conflict of Interest Policy

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1. Scope

- 1.1. Santam SI Investments Proprietary Limited and its subsidiaries recognises that integrity builds trust and that the real value is the trust its clients, business partners and shareholders have in them to do insurance good and proper. Trust is built by being objective, fair and transparent and not letting private interests interfere with Santam SI Investments Group's interest.
- 1.2. All individuals employed or contracted by the Santam SI Investments Group in any capacity whatsoever, including directors, are subject to this policy and must ensure that they at all times comply with this policy.
- 1.3. Entities contracted to the Santam SI Investments Group as service providers or contractors must also ensure that this policy is complied with during the course of the relationship with the Santam SI Investments Group.

2. Purpose

- 2.1. This policy applies to the entities incorporated and governed in South Africa and includes:
 - Santam SI Investments Proprietary Limited
 - Santam Structured Insurance Limited
 - Santam Structured Life Limited
- 2.2. All individuals employed or contracted by the Santam SI Investments Group, in any capacity whatsoever, including directors, are subject to this policy and must ensure that they comply with this policy at all times.
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- 2.3. The purpose of the Policy is to set out Santam SI Investments Group's approach to the identification and management of all actual and perceived conflicts of interest which may arise between a person subject to this policy and:
 - Santam SI Investments Group;
 - A client or clients of Santam SI Investments Group; or
 - Any other stakeholder of Santam SI Investments Group.
- 2.4. Actual or perceived conflicts of interest that are not properly managed can have a significant reputational and financial impact on Santam SI Investments Group as well as its relationships with clients and other stakeholders. In determining whether a conflict is involved, there is no alternative for sound judgement based on the particular facts involved in each case.
- 2.5. The objective of this Conflict of Interest policy is to provide a framework within which to address areas where conflict of interest may arise within Santam SI Investments Group.

- 2.6. The purpose of the Conflict of Interest policy is not to prevent employees from pursuing private or personal interests, but to govern any potential conflicts which may arise from such interests.

3. Policy Statement

- 3.1. Santam SI Investments Group requires every person to ensure that all actual, potential or perceived conflicts of interests are identified timeously, avoided as far as possible, managed appropriately where avoidance is not possible and at all times be declared to enable the mitigation of the risks associated with such conflicts.
- 3.2. In addition to identifying, managing and declaring all actual, potential or perceived conflicts of interests, extreme care should be taken to avoid any conduct that may or could be regarded as an attempt to exert influence in unduly favouring any party, including the offering, giving or receipt of any gift or gratification, which may have such effect.
- 3.3. Transparency is critical to the effective management of conflicts of interest and the associated risks. The Santam SI Investments Group shall not tolerate any unmanaged conflicts of interests or any failure to declare such conflicts fully and timeously. Appropriate action will be taken by the Santam SI Investments Group in all cases where this policy is contravened or not complied with.

4. Definitions

The words and phrases in this paragraph will have the following meanings when used in this policy:

Term or Abbreviation	Definition in the context of this policy
Board	The Board of Directors of Santam SI Investments.
Conflict of interest	<p>Any situation in which a person to whom this policy applies has an actual, potential or perceived interest that may, in the discharge of that person's duty to the Santam SI Investments Group, a client of the Santam SI Investments Group or other stakeholder:</p> <ul style="list-style-type: none">• Influence or compromise the person's independence, sound judgement and the ability to make objective decisions; or• Prevent the person from acting in the interest of the Santam SI Investments Group, the client or stakeholder.
Exco	The Santam SI Investments Executive Management Committee.
Family	Includes a child, adopted child, spouse, life partner, parent, adoptive parent, grandchild, grandparent, brother, sister, cousin, niece, nephew, brother in law, sister in law, mother in law and father in law.
Friend	Someone who is known by the person and who is regarded by the person with loyalty and affection.
CEO	The Chief Executive Officer of Santam SI Investments.
Santam SI Investments	Santam SI Investments Proprietary Limited and its subsidiaries.

5. Procedures for implementation

5.1. Responsibility for implementation

- 5.1.1. It is the responsibility of every person to whom this policy applies to ensure that he/she complies with the provisions of the policy at all times.
- 5.1.2. Management within all the subsidiaries will be responsible for the effective implementation of, monitoring of compliance with and enforcement of this policy in their respective areas.

5.2. Acknowledgement

- 5.2.1. All persons subject to this policy must be required to familiarise themselves with this policy and acknowledge by sign-off on MyWorkspace that they have read it, understood the content and agree formally to be bound by it.
- 5.2.2. Where certain entities are not using MyWorkspace , sign-off as described above must be capable of being evidenced.

5.3. Disclosure of conflicts of interest

- 5.3.1. All persons must disclose on an ongoing basis, in writing, the detail of any known, potential or perceived conflict of interest to their line managers or the person responsible for the management of the relationship between the Santam SI Investments Group and the person making the disclosure.
- 5.3.2. Disclosures made by the directors of Santam SI Investments Group, or the Chief Executive Officer (CEO) must be made to the Company Secretary.
- 5.3.3. Disclosures should be made at the following times:
 - At the time of appointment, contracting or recruitment of a person by a Santam SI Investments;
 - Prior to becoming part of a new venture that potentially may lead to a conflict of interest;
 - When taking on new functions or roles within the Santam SI Investments Group, including transfers from one Entity to another;
 - Whenever a conflict of interest arises, or the person becomes aware of a potential or perceived conflict of interest; and
 - At least annually during the course of the relationship with the Santam SI Investments Group.
- 5.3.4. Annual declarations must be made regardless of whether a conflict of interest exists or not. Where no actual, potential or perceived conflict of interest exists, a formal annual declaration to this effect must still be made in the manner prescribed in this paragraph.
- 5.3.5. Employees should make formal disclosures on the facility provided in MyWorkspace or any other appropriate record-keeping facility in use by a Santam SI Investments Group, whenever a disclosure needs to be made in terms of this Policy.
- 5.3.6. Executive directors of Santam SI Investments must make disclosures in their capacity as director to the Company Secretary and in their capacity as executive management on MyWorkspace.
- 5.3.7. All disclosed information will be treated as confidential unless additional disclosure is necessary in order to comply with regulatory requirements or is required in connection with a specific transaction or transactions.

5.4. Conflicts of interest provisions in contracts

- 5.4.1. A Request for Proposal or Tender must include a declaration by the respondent that no conflict of interest exists, or it must provide an opportunity for the respondent to disclose any actual, potential or perceived conflict.
- 5.4.2. A specimen clause to be included in all third-party provider contracts is provided in Annexure B. This clause is illustrative only and the wording may be adapted. Entities must at all times consult their legal teams before contracting with third-party service providers.

5.5. Management Actions

- 5.5.1. In the event of a disclosure of a conflict of interest, the appropriate level of management must review the severity of the potential impact of the conflict and decide on an appropriate action. The materiality of the risk will be determined by the role and responsibilities of the person making the disclosure, as well as the nature and type of direct or indirect interest declared.
- 5.5.2. The Human Resources and Remuneration Committee (HRRC) is responsible for the review and approval of disclosures made by directors of Santam SI Investments.
- 5.5.3. Any decision made with regard to the disclosure must be stored with the contract of the director. Management will be responsible for the review and approval, or not, of all other disclosures. Any decisions made by management regarding disclosures by employees must be captured on MyWorkspace or any other appropriate record-keeping facility.
- 5.5.4. In dealing with a disclosure of an actual, potential or perceived conflict of interest, three options are available to the decision maker:
 - Approve and allow the disclosed interest;
 - Conditional approval of disclosed interest; or
 - Disallow the disclosed interest.
- 5.5.5. If the disclosed interest is considered to not constitute a conflict and does not expose the Santam SI Investments Group to any reputational, financial, and regulatory or conduct-risk, the interest may be approved and allowed. The decision must be documented. In the case of an employee, the decision must also be captured on MyWorkspace , or any other appropriate record-keeping facility and the employee is thereafter responsible for disclosing any change in the nature of the interest. Management of the employee is responsible for monitoring the risk of the potential conflict.
- 5.5.6. In some instances, the conditional approval of a disclosed interest may be warranted. This conditional approval may be granted where the day-to-day activities of the person making the disclosure constitutes a minimal risk for conflict of interest and/or appropriate management actions have been implemented to mitigate the risk.

- 5.5.7. The conditions of the approval must be clearly documented and communicated and persons making the disclosure should not participate in any subsequent discussions or decisions on matters related to the disclosed interest.

6. Intolerable conflicts of interest

- 6.1. Certain activities or private or personal interests may lead to a conflict that presents an intolerable degree of risk to the Santam SI Investments Group and must not be allowed. The decision and the reasons for not allowing the conflict to continue must be clearly documented and communicated to the person making the disclosure.
- 6.2. When a decision is made not to approve a disclosed conflict of interest, the person should be allowed reasonable time to cease being involved in the conflict situation.
- 6.3. If an employee is not in agreement with the decision made by management, the employee may appeal the decision following the process designed by the Santam Business Integrity and Compliance Unit.
- 6.4. Annexure A provides examples of scenarios where conflicts of interests may present an intolerable risk, but this is not an exhaustive list. The Santam Limited Business Integrity Unit may, from time to time, publish guidance with additional scenarios which should be read with this policy and should serve as guidance under this Policy.

7. Annual reporting to the Board Committees on conflicts of interest

- 7.1. An annual report must be submitted to the HRRC on the status of conflicts of interest management within the Santam SI Investments Group. The report must be submitted by Compliance and should include per broad category of conflict (e.g. directorships, private business, family members, close friends):
- A summary of the number of employees who have disclosed interests;
 - A summary of the number of conditional approvals, and conflicts disallowed;
 - Some indication of high-risk areas of conflict of interest; and
 - A summary of the conflict of interest disclosure and management actions of third-party providers.

8. Breach of this policy

- 8.1. A failure by a person to provide a disclosure in circumstances where a disclosure is required under this Policy, will be a transgression of the Santam Limited Code of Ethics and this Policy and will be dealt with in terms of Santam's disciplinary code.
- 8.2. Material transgressions of this Policy may result in termination of the employer-employee relationship and even civil or criminal prosecution. Contracts for temporary employees and vendors must include the necessary termination- or penalty clauses to manage the risk of conflicts of interest. The HRRC must consider any breach of this policy by a director or a member of executive management and determine appropriate actions.

9. Related Policies

This Policy should be read with the:

- Santam Code of Ethics;
- Santam SI Investments Group Business Integrity Policy;
- Santam SI Investments Group Anti-Bribery and Corruption Policy;
- Santam SI Investments Group Expense Policy ; and
- Santam SI Investments Group FAIS Conflicts of Interest Management Policy

10. **Appendix A: Activities or private or personal interests that are not allowed**

Activities or private or personal interests that are not allowed include, but are not limited to:

- Discussion on the performance or decisions that may influence contracting of any third party (including, but not limited to, suppliers, clients or business partners) of which the employee or a family member is a material investor, or from which they gain or expect to gain a financial benefit;
- Using any confidential information for private gain or communicating this information to third parties, whether at a fee or not, to enable them to conclude contracts with the Santam SI Investments Group;
- Insider dealing: Use of knowledge gained that is not public, during your association with the Santam SI Investments Group activities, to your advantage;
- Using the Santam SI Investments Group property for private interest. This includes the use of software licensed to the Santam SI Investments Group, for private consulting work or excessive use of the Santam SI Investments Group communication network for private interest;
- Participation in any external activity which competes with the business of the Santam SI Investments Group;
- Participation in any external interest that places a high premium on the employee's time and energy and interferes with the employee's ability to fulfil their Santam SI Investments Group role and responsibilities. This includes, but is not limited to running a personal business during working hours;
- Approaching clients, suppliers and/or business partners of the Santam Group for personal use or building up a personal business; and
- Neither employees nor their family members should have any interest or investments in a business partner or supplier of the Santam Group that would or could create a conflict of interest. Conflicts of interest would not arise out of merely holding non-controlling shares in such a company. However, it could arise if for example an employee has shares in a family company that is a supplier to the Santam SI Investments Group and where the employee is able to influence decision making regarding the awarding of contracts to that supplier.

11. Annexure B: Draft contractual clause for third-party providers

"The Vendor shall take all necessary steps to avoid any risk of conflict of interest by the employees, directors or major shareholders of the Vendor, and to ensure that the services / products under this contract are not in conflict with any of its other activities or services. The Santam SI Investments Group reserves the right to verify the adequacy of these measures and may require additional measures to be taken if deemed necessary.

Should such a conflict arise, the Vendor undertakes to remove such conflict immediately, without any compensation from the Santam SI Investments Group.

The Vendor undertakes to disclose to the Santam SI Investments Group annually before 31 January each year for the duration of the contract, any actual, potential or perceived conflict of interest disclosed by any of its employees or directors or major shareholders, with regard to Santam SI Investments Group, or any conflict with the business of Santam SI Investments Group. The disclosure should include information on all activities or interests that create or potentially can create a conflict of interest and should include full details of the relationships involved. It should also include information on the actions taken by the Vendor to eliminate these conflicts.

Should a conflict of interest arise during the year, the Vendor shall notify Santam SI Investments Group in writing within 7 (seven) business days from becoming aware of such conflict of interest.

The Vendor shall abstain from concluding any contract likely to compromise the independence of the Vendor in delivering the contracted service and/or product to the Santam SI Investments Group.

The Vendor warrants that, to the best of its knowledge and except as disclosed, there are no relevant circumstances which could give rise to conflicts of interest in the delivery of the contracted service / product to the Santam SI Investments Group."