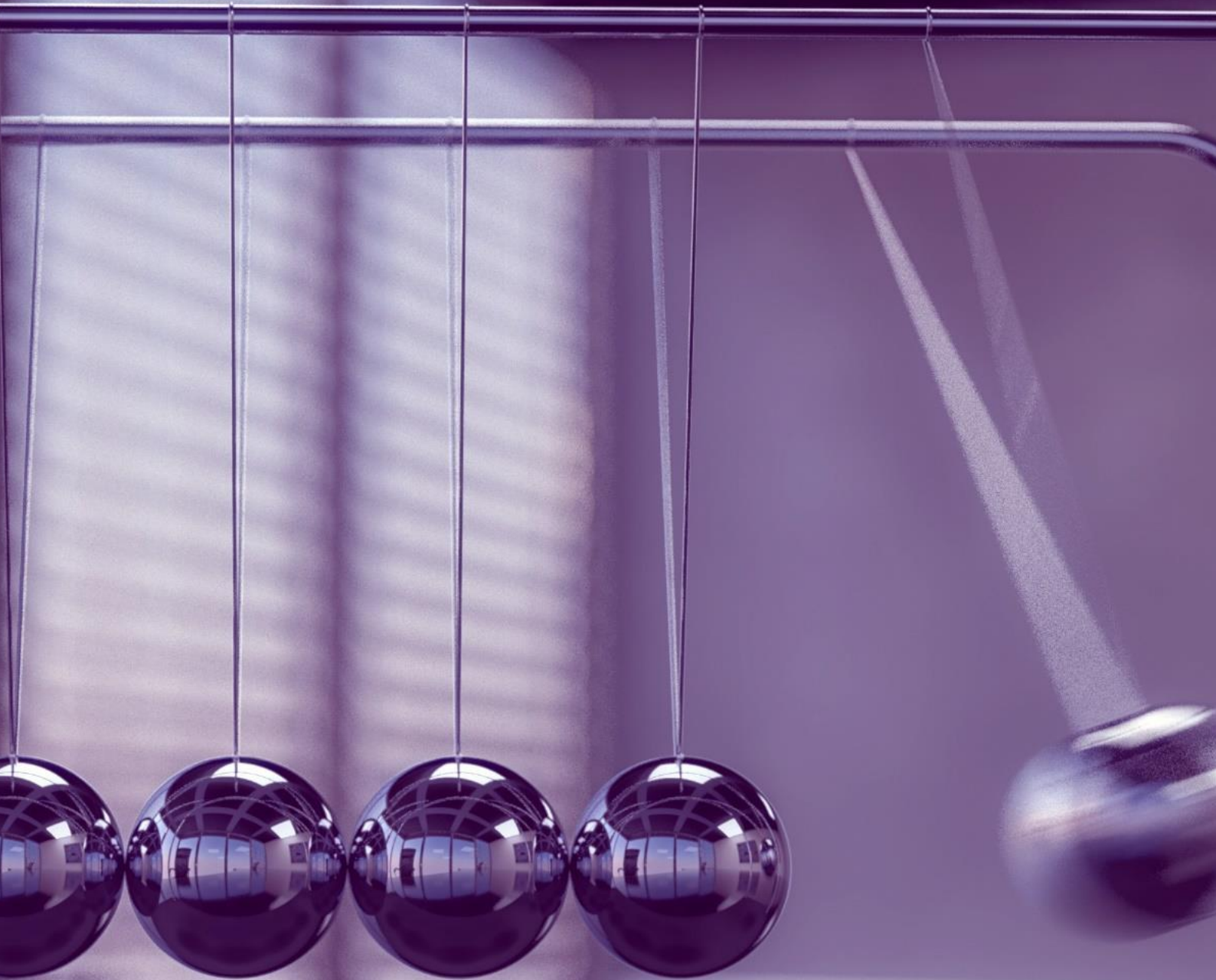


Conflicts of Interest Policy



Perpetua

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1. Introduction

Perpetua Investment Managers (Pty) Ltd ("Perpetua") places a high priority on its clients' interests. As conflicts of interest affecting clients could undermine the integrity and professionalism of our business, any instances must be identified as early as possible. If conflict situations cannot be avoided, they must be managed equitably and in the client's best interest. Detecting potential or recognised conflicts of interest that could compromise the interest of its clients and managing and limiting the impact of conflicts of interest therefore constitute an integral part of Perpetua's duties and obligations.

All employees and representatives ("staff members") of Perpetua must perform their duties independently and act in the best interest of Perpetua's existing and potential clients. Accordingly, this Policy applies to any staff members who have entered into a permanent, fixed term or temporary contracts of employment with Perpetua.

All Perpetua staff members must adhere to this Policy, which is required by the General Code of Conduct to the Financial Advisory and Intermediary Services Act (FAIS).

2. Conflict of interest

A conflict of interest is a situation in which the interests of Perpetua, in the exercise of its activities, and the interests of its clients, are directly or indirectly in competition, and which could significantly prejudice the client's interests. This notion concerns Perpetua in its capacity as an investment manager, and all staff members working for Perpetua. A conflict of interest may occur in the provision of an investment management service. A conflict of interest may be recognised (actually identified) or potential (conceivable).

Conflict of interest situations that could prejudice a client may take a variety of forms, whether or not Perpetua suffers any financial loss and independently of whether the actions or the motivations of the staff members involved are intentional. Four situations have been defined by Perpetua to help determine whether a potential conflict of interest situation might occur:

1. Perpetua, or staff members will realise a financial gain or avoid a potential loss at the client's expense;
2. The interest of Perpetua, or staff members may be different from the client's interest;
3. Perpetua, or a staff member is induced to favour one client over another (whether for financial reasons or otherwise);
4. Perpetua, or staff members will gain an advantage (financial or in kind) from a third party in the execution of the service conducted on behalf of the client.

The notion of conflict of interest encompasses a range of very diverse factors, which are incorporated in other internal policies of Perpetua, such as:

- Rules regarding personal transactions,
- Professional ethics of staff members,
- The use of sensitive or privileged information, insider dealing, and professional secrecy,
- Respect for clients' interests,
- Respect for professional obligations in relation to the market and specific to Perpetua.

Definitions

“**Board**” means Board of Directors of Perpetua.

“**Employee**” or “**staff member**” means an individual or representative who has entered into a permanent, fixed term or temporary contract of employment with Perpetua.

“**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:

- an ownership interest;
- 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) specialized technological systems of a third party necessary for the rendering of a financial service; but excluding travel and accommodation associated with that training;

“**ICO**” means the Internal Compliance Officer.

“**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 in relation to the same Third Party in such calendar year.

“**Manco**” means the Management Committee.

“**Ownership Interest**” means:

- any equity or ownership interest, for which fair value was paid by the owner, other than equity or an ownership interest held as an approved nominee on behalf of another person; and
- includes any dividend, profit share or similar benefit derived from that equity or ownership interest;

“**ARC Comm**” means the Audit Risk and Compliance Committee of Perpetua.

“**Third Party**” means:

- A product supplier within the financial services industry
- A financial services provider (FSP)
- Any other service provider which provides or may potentially provide services
- All clients or potential clients for whom Perpetua renders a permitted financial service
- Securities issuers
- An associate of any of the above

3. Prevention and management

If a conflict of interest situation were to arise Perpetua may:

- Conduct the transaction while, given the conflict of interest generated by it, implementing procedures that enable appropriate management of the situation in order to avoid damaging the interests of the client in question; **(CONTROL)**
- Avoid conducting the transaction that would potentially generate a conflict of interest; **(AVOID)**
- Inform the client if certain conflicts of interest cannot be properly handled and communicate the necessary information about the type and origin of the conflict of interest to the client, so that the client can make a fully informed decision regarding the proposed transaction. **(DISCLOSE)**

4.1 Procedure if a conflict of interest arises:

- 4.1.1 Identify if a conflict of interest situation exists. Before providing financial services to any client, ask these questions:
- Are my interests and those of Perpetua aligned with the client's needs?
 - Am I acting independently, objectively and professionally towards the client?
 - Am I acting in the clients' interests or mainly in my own interest or Perpetua's or someone else's?

- 4.1.2 Once an actual or potential Conflict of Interest has been identified, it must be reported to the ICO via email:

Complianceofficer@perpetua.co.za

All correspondence relating to the conflict to be placed in a confidential conflicts file.

- 4.1.3 The ICO will keep a record of all actual or potential Conflicts of Interest in the Conflicts of Interest Register.

- 4.1.4 The ICO is to assess and evaluate the Conflict of Interest situation and liaise with the Manco, where necessary, to decide which mechanism to be used to manage conflict (control, avoid or disclose).

4.2 Management Mechanisms:

Given the nature and complexity of providing financial services, several mechanisms have been listed to identify potential conflicts of interest:

- Perpetua manages potential and actual conflict of interest situations based on ethical principles. Predominant among these rules are the principles of treating customers fairly, impartiality, protection of private information, market integrity and compliance with laws and regulations.
- Segregation of duties to ensure independence of actions
- All staff members are required to report any potential or actual Conflicts of Interest to the ICO via the email listed above. The onus is on every staff member to comply with this Policy. Should any individual be uncertain as to whether they are in a conflicted situation, then he/she should contact

the ICO immediately. If the ICO is unavailable, staff members are to reach out to the External Compliance Officer: James@compliserve.co.za

- Staff members are encouraged to make use of the Whistle Blowing procedures as outlined in Perpetua’s Whistle Blowing Policy which is available to all staff members on the internal network.
- All staff members are required to declare on an annual basis that they have complied with the Conflicts of Interests Management Policy.
- The ICO maintains a Conflicts of Interest Register which is reviewed periodically with the Manco, the ARC Comm and the Compliance Officer to determine whether conflicts already identified are still valid, whether the mitigation strategies in place operate effectively and whether there are any new or potential conflicts that may have arisen since the last review.
- Conflicts of interest will be a standing agenda item for Board and ARC Comm meetings.
- The ICO will co-ordinate an annual questionnaire to be completed by each Key Individual, Representative and relevant key staff members, requiring them to assess all aspects of their responsibilities and their business relationships, with a view to identifying actual or potential conflicts (and circumstances that might be perceived as conflicts).
- The Conflicts of Interests Management Policy is reviewed annually, and where necessary, updated to ensure that the provisions remain sufficient to identify, assess, evaluate and mitigate Conflicts of Interest.
- The ARC Comm and Compliance Officer shall monitor and review the Conflicts of Interest Register, as well as the staff members’ adherence to the policies, on an annual basis.

4. Roles and Responsibilities

Responsibility	Structure	Interest, Duties, Responsibilities
Supervision	Board of Directors	The Board is ultimately responsible for the requirements of this Policy but delegates some functions to board committees and managers.
	ARC Committee	The ARC Comm is responsible for ensuring that the individuals responsible under the Policy fulfil their duties in a timely and diligent manner. The ARC Comm will review the Conflicts of Interest Register on an annual basis.
	Compliance Officer	The Compliance officer is an external independent person available to the staff members in the event the ICO is unavailable. The Compliance officer will review the Conflicts of Interest Register on a regular basis.
Operational Implementation	The Management Committee (the “Manco”)	The Manco is responsible for the operational implementation of this Policy but delegates this to the ICO. The ultimate decision of whether a Conflict of Interest situation exists (actual or perceived) rests with the Manco. All Manco members are required to complete an annual conflict of interest questionnaire.

	Internal Compliance Officer	Staff members will submit all conflict of interest situations (actual or perceived) via the email address: complianceofficer@perpetua.co.za
	Staff members	Staff members are to ensure that they read, understand and comply with this Policy. Staff members must be cognisant of the consequences of non-compliance with this Policy. Staff members are required to provide an annual declaration of their understanding and compliance with the Policy. Staff members are required to submit any conflict of interest situations (actual or perceived) to the ICO.

6. Guidelines for Staff members in relation to Financial or Ownership Interests

- 6.1 No staff member may accept/give a Financial Interest or Ownership Interest from/to a Third Party, other than an Immaterial Financial Interest (refer to the Gifts Policy).
- 6.2 Perpetua may not offer any Financial Interest to a staff member which incentivizes such staff member to:
 - Give preference to the quantity of business over quality of service rendered to clients;
 - Give preference to a specific product in the event that it is possible to recommend more than one product to a client.
- 6.3 No staff members may directly or indirectly refer any actual or potential item of designated investment business to another person on their own initiative or on instruction from Perpetua, if it is likely to conflict with any duty that Perpetua owes to its clients.

7. Entitlement of Staff members to Financial Interest

- 7.1 As consideration for providing services to clients, staff members are entitled to remuneration by salary and other benefits in terms of their contracts of employment.
- 7.2 No staff members may receive a Financial Interest that leads to a potential Conflict of Interest between the staff member and any clients.
 - a. No staff members may be remunerated in such a way that encourages that staff member to contravene this Policy.

8. Training

All staff members must read and understand the Conflicts of Interest Management Policy. Appropriate training will be provided to all staff members on a periodic basis.

9. Voting as Shareholders on behalf of our clients

We are accountable to our clients for our conduct. This includes having provisions to address conflicts of interest that may arise when we vote as proxies at a shareholder meeting of a company with which Perpetua has other business relationships. This policy ensures that when voting proxies on behalf of shareholders, we vote in a way that is in the best interest of shareholders (our clients) and disregard any other Perpetua relationship, business or otherwise.

10. Consequences for non-compliance

If any staff member fails to comply with the contents of this Policy, it will be regarded as a breach of his/her employment contract. This will potentially render the individual liable to sanction under both the FAIS Act and Perpetua's disciplinary procedures.

11. Acceptance and Publication of the Conflicts of Interest

The Board has adopted this Conflicts of Interest Management Policy. The Conflicts of Interest Management Policy is available to all staff members on the internal network.