

RUBICON INVESTMENT MANAGERS

CONFLICT OF INTEREST POLICY

The purpose of this policy

Rubicon Investment Managers (“Rubicon”) is committed to providing services to clients that are unbiased, fair and free of inappropriate influence. By conducting business this way, Rubicon will build a sustainable business and comply with the requirements of conflicts of interest legislation.

The scope of this policy

This policy applies to management and staff of Rubicon and to the management and staff of its subsidiaries and franchises that conduct their business under the authority of the FSC license of Rubicon

Definitions

“**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) prevent a provider or representative from rendering an unbiased and fair financial service to that client, or from acting in the best interests of that client,

Including, but not limited to –

- (i) a financial interest;
- (ii) an ownership interest;
- (iii) any relationship with a third party;

“**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 accommodation associated with that training;

“immaterial financial interest” means any financial interest with a determinable monetary value, the aggregate of which does not exceed R 1 000 in any calendar year from the same third party;

“third party” means a product supplier, another provider, an associate of a product supplier or a provider, a distribution channel and any other person who in terms of an agreement provides a financial interest to a provider or its representatives.

The management of conflicts of interest

Mechanisms for the identification of conflicts of interest

Before Rubicon concludes a new business relationship it will consider whether the proposed relationship will pose any potential conflict of interest. It will be the responsibility of the Managing Director entering into the relationship on behalf of Rubicon to ensure that this identification of potential conflict of interest is done before concluding any agreements.

Where a potential conflict of interest is identified, the Managing Director will record the relationship on a register with the appropriate supporting information.

The register and other existing business arrangements will be reviewed by the Managing Director at least annually to consider whether the initial identification of potential conflict of interest remains relevant in the light of any changes or omissions.

Staff and management will be encouraged on a regular basis to consider relationships in which they are involved, which have the potential to result in a conflict of interest.

Measures for the avoidance and mitigation of identified conflicts of interest

Whenever any potential conflict of interest is identified, the Managing Director shall consider

whether any practical means exist for avoiding such conflict of interest. Where this is not practical, the Managing Director will consult with the compliance officer to devise appropriate and adequate measures to mitigate and manage the potential impacts and implications of the identified conflict of interest.

The resulting mitigating measures will be documented and communicated to all staff involved in managing the relationship to ensure that the risk of the identified conflict of interest is appropriately managed.

Measures for the disclosure of conflicts of interest

Wherever potential conflict of interest is identified, the Managing Director will ensure that appropriate communication regarding the following aspects will be included in the disclosure information and documentation provided to customers purchasing products potentially affected by the identified conflict of interest:

- The existence of the conflict of interest;
- It's nature and impact; and
- The measures taken to mitigate the conflict of interest.

Processes, procedures and internal controls to facilitate compliance

The Managing Director will be required to ensure that the policy is complied with in their division and will on an annual basis confirm to the Compliance Officer that they have met their obligations under this policy.

Training for all affected staff will be provided to ensure that they understand their responsibilities under this policy.

The Compliance Officer will monitor compliance with the policy and will perform the necessary reviews to ensure that appropriate procedures and processes are in place and effective to comply with the policy.

The Managing Director will annually conduct a review of this policy and ensure that it remains relevant and appropriate to meet the statutory requirements.

Financial interests offered to Third Parties

Rubicon may only offer the following financial interests to third parties where a potential or actual conflict of interest has been identified;

- fees or remuneration for the rendering of a service by the third party, which fees or remuneration are reasonably in line with the service being rendered;

- any immaterial financial interest; and
- any other financial interest, for which a consideration, fair value or remuneration that is reasonably in line with the value of the financial interest, is paid by that provider or representative at the time of receipt thereof.

Any immaterial financial interest arising in favour of third party shall be recorded centrally by the member of management or staff providing the interest for monitoring purposes. For practical purposes expenses incurred in hosting a third party within the Rubicon premises shall not be recorded.

Consequence of non-compliance with this policy

Failure to comply with the provisions of this policy by any member of management or staff shall constitute serious misconduct and will result in disciplinary action being initiated against them. Given the seriousness of the misconduct, if found guilty the disciplinary action may result in dismissal of the individual concerned.

This policy was formally adopted by the Board of Directors of Rubicon on _____.

Register of Conflicts of Interests

Third Party	Nature of Relationship	Managing Director	Action Taken to Mitigate Conflict of Interest