

Document Type	Conflict of Interest Management Policy
Document Version	Version 2 - 4 April 2024
Responsibility	Legal and Compliance Manager
Executive Support	Managing Director
Scope and Impact	The policy is binding to all employees interface with the clients and provide intermediary or advisory services

1. Board Notice 58 of 2010

Board Notice no 58 of 2010 directs every Provider (other than Representative) must adopt, maintain, and implement a conflict-of-interest management policy that complies with the provisions of the FAIS Act.

2. Introduction

The company strives to conduct its business honestly and ethically wherever it operates in our world, the client is central to all we do and customer service, principles of treating customer fairly (TFC), ethos of honesty, fairness, transparency, accountability, integrity, and trust should govern all we do. We constantly review our processes and procedures to with a view to improve the quality of our services, products, and operations. No illegal or unethical conduct on the part of officers, directors, employees, or affiliates will serve the company's best interest. The company will not compromise its principles or any regulation for short-term advantage. The ethical performance of the company is the sum of the ethics of the men and women who work at the company; thus, the company holds all its employees, directors, and shareholders to adherence of high standards of personal integrity.

3. Conflict of interest

Conflict of interest is defined as being in a situation in which a Provider or Representative has an actual or potential interest which may when rendering a financial service to a client:

- Influence the objective performance of his/her/ its obligations to that of the client.
- Prevent the company or its representatives from rendering an unbiased and fair financial service to that of the client or from acting in the best interest of the client.

Conflict of interest may be direct or indirect and include:

- Financial interest
- An ownership interest
- Any relationship with a third party

4. Personal Conflict of Interest

4.1 Description

Officers, directors, and employees of the company pledge not to permit their personal interests to conflict, or appear to conflict, with the interests of the company, its clients, or affiliates. This may include but is not limited to:

- Real or perceived financial gain resulting from recommendations to our clients at a cost to the client.
- An outcome in service delivery or a transaction executed that may differ from the real interest of the client.
- Any non-cash incentives that may be received by the business from affecting any predetermined transaction and / or product.
- Effecting a transaction and / or product that may result in a benefit to another party other than the client and without the client's knowledge or consent.

Officers, directors, and employees are directed to be particularly careful not to represent the company in any transaction with others with whom there is any outside business affiliation or relationship based simply on that relationship without any sound business reason.

Officers, directors, and employees are directed not to use the company contacts to advance their private business or personal interests at the expense of the company, its clients, or affiliates.

4.2 Control Measures

When any potential or actual personal conflict of interest occurs, the person affected must report such conflict to the person authorized in this policy, who shall provide guidance in respect of the way forward.

The Compliance Manager shall maintain a register into which such notification shall be entered together with a record of the remedial action and copies of any notifications to clients.

A copy of the register shall be provided to the Risk Committee on a quarterly basis in order for the Committee to determine the level of risk and whether separate mitigating actions are required.

4.3 Monitoring

The Compliance Manager shall monitor adherence to this aspect annually in terms of the approved Compliance Monitoring Plan and shall, monitor that the Risk Management Committee has been notified of any new conflicts of interest and has taken appropriate action.

5 Conflict arising from Representative incentives and remuneration.

5.1 It is the policy of the company that no representative shall be remunerated as part of an incentive structure with its main or sole aim to increase production, by way of share options or by way of any cash on non-cash incentive, unless such incentive structure takes into account:

- A combination of quantitative and qualitative criteria; and
- Is not limited to a specific product supplier; and
- Is not limited to a specific product.

Any incentive as contemplated in this section must be linked to a particular incentive exercise and be approved by the Management Team in writing prior to being implemented. All incentive projects must be disclosed to clients of the company who are approached with a view to doing business with them in relation to the incentive on the S13 certificate.

5.2 Control

A description of incentive remuneration shall be attached to and form part of the letter of offer or employment contract of representative to be signed by the Managing Director or his delegated representative.

5.3 Monitoring

The Compliance Manager shall review employment contracts annually to ensure that any incentive remuneration had been properly approved by Management and shall further perform checks to determine that affected clients were informed of the existence and scope of the incentive remuneration scheme for the period.

6 Gifts

6.1 No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity. Officers, directors, and employees shall avoid gifts, gratuities, fees, bonuses, or excessive entertainment, in order to attract or influence business activity.

In order to further ensure the adherence to this requirement, the official policy of the business is as follows:

Any gifts or gratuities over the value of R1000 in the aggregate from any other person, including such person's associate as defined in Financial Services Board Notice 58 of 2010 may not be accepted by any person within the organization and neither may such gifts or incentives be given by any person in the company, to any third party.

No gifts or gratuities may be accepted or given without written consent from the Management of the company.

A written statement from the giver explaining the reason for and purpose of the gift must accompany any request for authorisation. This provision applies, without limiting the generality of the foregoing, also to invitations to any functions, including lunches, dinners, training interventions and prize giving.

6.2 Controls

A gift register shall be maintained by the Compliance Manager and all entries shall be made in chronological order with sequential numbering.

A gift register shall be audited by the company's internal auditor or accountant on a quarterly basis for purpose of determining whether any gifts or incentives exceeded the aggregate value of R1000 or whether any condition attaching to the receipt of grant of an incentive has been breached.

6.3 Monitoring

In addition to the quarterly control exercised by the accountant, the Compliance Manager shall monitor adherence to this aspect on an annual basis and include the findings in their annual report to Management.

7 Insider trading

The essence of the following section is really aimed at the prohibition of trading in liquid assets on a recognised exchange based on insider knowledge. Whilst this does not apply to Mmela as a private concern with limited liquidity vested in the hands of the Shareholders, the content is repeated here to illustrate the spirit in which Mmela conducts its business. Moreover, a decision to terminate business is regulated by the FAIS act and is subject to approval by the Register of Financial Services Providers. What follows therefore is recorded for the sake of completeness and does not behold separate controls or monitoring activities.

Officers, directors, and employees of the company will often come into contact with, or have possession of, proprietary, confidential, or business-sensitive information and must take appropriate steps to assure that such information is strictly safeguarded. This information – whether it is on behalf of our company or any of our clients or affiliates – could include strategic business plans, operating results, marketing strategies, customer lists, personnel records, upcoming acquisitions and divestitures, new investments, and manufacturing costs, processes, and methods. Proprietary, confidential, and sensitive business information about

this company, other companies, individuals, and entities should be treated with sensitivity and discretion and only be disseminated on a need-to-know basis.

Misuse of material inside information in connection with trading in the company's securities can expose an individual to civil liability and penalties. Under current legislation, directors, officers, and employees in possession of material information not available to the public are "insiders." Spouses, friends, suppliers, brokers, and others outside the company who may have acquired the information directly or indirectly from a director, officer or employee are also "insiders." The Act prohibits insiders from trading in, or recommending the sale or purchase of, the company's securities, while such inside information is regarded as "material", or if it is important enough to influence you or any other person in the purchase or sale of securities of any company with which we do business, which could be affected by the inside information. The following guidelines should be followed in dealing with inside information:

- Until the material information has been publicly released by the company, an employee must not disclose it to anyone except those within the company whose positions require use of the information.
- Employees must not buy or sell the company's securities when they have knowledge of material information concerning the company until it has been disclosed to the public and the public has had sufficient time to absorb the information.
- Employees shall not buy or sell shares of another corporation, the value of which is likely to be affected by an action by the company of which the employee is aware and which has not been publicly disclosed.

Officers, directors, and employees will seek to report all information accurately and honestly, and as otherwise required by applicable reporting requirements.

Officers, directors, and employees will refrain from gathering competitor intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in such a manner. The officers, directors and employees of the company will seek to avoid exaggerating or disparaging comparisons of the services and competence of their competitors.

Violation of this policy may result in disciplinary action being taken against the person, including possible termination of services. The degree of discipline relates in part to whether there was a voluntary disclosure of any ethical violation and whether or not the violator cooperated in any subsequent investigation.

8 Management of Conflicts

8.1 Lesser conflicts

When any staff member of the company suspects a potential conflict of interest, that member shall be obliged to discuss the matter with his/her immediate superior.

The content of the discussion as well as any decision made must be minuted. The superior and staff member will accept joint responsibility for the decision taken unless the decision is put forward for ratification to a more senior person in the company. In assessing whether a conflict is material or of a lesser nature, regard must be had to the impact that such a conflict will have on the company's reputation, financial loss and internal erosion of ethical standards.

8.2 Material conflicts

Material conflicts must be discussed with the Managing Director before any decision is made. Only the MD or his delegated representative may make the final decision regarding a material conflict.

8.3 Management and Mitigation

The Risk Management Committee of the Board will review all conflicts on a quarterly basis and make recommendations regarding steps to avoid a recurrence of those aspects. The Compliance Manager will accept responsibility for the implementation of all steps necessary.

Notice of attention paid to conflict of interest must be contained in the minutes of the meetings of the management team and the relevant extracts of the minutes must be made available to the company's External Compliance Officer on request, the purpose of which is to enable the compliance officer to report on compliance with this policy.

Where a conflict is identified and a decision made, the nature of the decision must be communicated to the third party in writing as soon as possible. This applies regardless of whether the decision was made to cease doing business or continue with the business at hand despite the existence of the conflict. It is important for the preservation of the corporate integrity that these disclosures are made at all times.

9 List of associates and third parties

At the date hereof, the company structure and relationships are as follows:

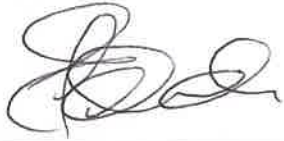
- All shares in Mmela Financial Services are held as per Shareholder's agreement.
- Progressor Insurance
- Ikemele Financial Services

10 Staff training and general awareness

All the company's staff must be trained on this policy. A copy of the policy must be provided to each staff member at inception of that staff member's duties and updated versions must be circulated as and when they are updated. Moreover, all the company's clients – existing and future, must be made aware of the existence of this policy.

The policy must be posted on the company's website under the section "Internal company policies". It is the responsibility of the Compliance Manager to ensure that the provisions of this paragraph are adhered to.

Signed on this 2ND day of APRIL 2024 at JOHANNESBURG



Compliance Manager

