



**BENGUELA GLOBAL**  
FUND MANAGERS

# BENGUELA GLOBAL FUND MANAGERS (PTY) LTD

## Conflict of Interest Management Policy

Version: July 2023

## 1. 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 –

- i. influence the objective performance of his/her/its obligations to that client; or
- ii. prevent a provider or representative from rendering an unbiased and fair financial service to that client, or from acting in the interests of that client,

including, *but not limited to* –

- a financial interest;
- an ownership interest;
- 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 –

- i. an ownership interest
- ii. training, that is not exclusively available to a selected group of providers or representatives, on –
  - a. products and legal matters relating to those products;
  - b. general financial and industry information;
  - c. 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 and in that calendar year received by:

- a. a provider who is a sole proprietor; or
- b. a representative for that representative’s direct benefit;
- c. a provider, who for its benefit or that of some or all of its representatives, aggregates the immaterial financial interest paid to its representatives.

**“Third Party”:**

means –

- a. a product supplier;
- b. another provider;
- c. an associate of a product supplier or a provider;
- d. a distribution channel; or
- e. any person who in terms of an agreement or arrangement with a person referred to in paragraphs (a) to (d) above provides a financial interest to a provider or its representatives.

**“Ownership Interest”:**

means –

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

**“Benguela”:**

means –

Benguela Global Fund Managers (Pty) Limited, FSP No 45122, in its capacity as a licensed Financial Services Provider in terms of the Financial Advisory and Intermediary Services Act 37, 2002.

## **2. INTRODUCTION**

Benguela places a high priority on its clients’ interests. As conflicts of interest affecting clients could undermine the integrity and professionalism of its business, any conflict situations must be identified as early as possible. If conflict situations cannot be avoided, they must be mitigated and managed equitably and in the client’s interest.

Detecting actual or potential conflicts of interest that could compromise the interests of its clients and managing and limiting the impact of conflicts of interest constitute an integral part of Benguela’s duties and obligations and its on-going commitment to treat its clients fairly.

Benguela provides for measures to identify, manage and, where possible, avoid existing and potential conflicts of interest as set out in Board Notice 58 of 2010 of the Financial Advisory and Intermediary Services Act No. 37 of 2002 (“the FAIS Act”). Compliance requirements include the adoption, maintenance and implementation of a conflict of interest management policy.

Benguela, as a licensed financial services provider, is obliged to comply with the applicable FAIS regulatory requirements. This policy expresses the main principles envisaged by FAIS as well as the required business response.

### 3. WHAT IS A CONFLICT OF INTEREST IN BENGUELA'S CONTEXT?

A conflict of interest exists when one party's act, or omission to act, is beneficial to itself while simultaneously negatively impacting another. The negative impact can be either a monetary loss, less gain than should have occurred or the exposure to a risk that didn't exist or is increased as a result of the act, or omission to act. A conflict of interest may occur in the provision of an investment service or an advisory service. A conflict of interest may be recognised (actually identified) or potential (conceivable).

The notion of conflict of interest encompasses a range of very diverse factors such as:

- rules regarding personal account trading;
- professional ethics of employees;
- the use of sensitive or privileged information, insider trading, and professional secrecy;
- respect for clients' interests; and
- respect for professional obligations in relation to the financial market.

Conflict of interest situations that could prejudice a client may take a variety of forms, irrespective of whether the actions or the motivations of Benguela or employees involved are intentional. It is worthwhile to identify specific factors which may indicate the occurrence of a conflict of interest in respect of Benguela:

- Benguela, an associate, department or an employee will realise a financial gain or avoid a potential loss at the client's expense.
- The interests of Benguela, an associate, a department or an employee may be different to that of the client's.
- Benguela, an associate or an employee exercises the same professional activity as the client.
- Benguela, an associate, a department or an employee will gain an advantage (financial or in kind) from a third party in the execution of the service conducted on behalf of the client.
- Benguela may cast proxy votes consistent with a client's investment strategies which may conflict with the investment strategies of other clients, and consequently proxy votes may differ between clients.
- A Benguela employee may from time-to-time serve as a director for a public or private company.
- Benguela employees may own shares in companies in their personal capacity. Those shares may also be held in client portfolios.
- During the course of engagement with company management, Benguela may inadvertently become 'insiders' or privy to material non-public or price sensitive information.

- Benguela, in using its discretion to render financial services to clients, may choose to invest in group or associated companies.
- The existence of a financial or other incentive that favours the interests of one client over that of another.
- Other potential issues involve commission or fee sharing arrangements and broker allocation. Brokerage, paid by the client, is often bundled and includes macro and micro research, as well as trading execution services. Such services are delivered in a number of ways to Benguela in the ultimate service of the client. Benguela must ensure that these services are clearly research and execution services and don't unduly influence Benguela's broker selection processes.

#### **4. POLICY PURPOSE**

The purpose of this policy is to provide a framework with regards to the avoidance and management of conflicts of interest at Benguela in order to:

- ensure that clients are treated fairly at all times, and with due regard to their best interests
- ensure compliance with the FAIS Act;
- avoid legal liability, penalties, fines and reputational risk arising from any conflict of interest; and
- avoid any situation in which Benguela has an actual or potential interest that may, while rendering a financial service to a client –
  - a) influence the objective performance of its obligations to that client; or
  - b) prevent it 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 –
    - a financial interest,
    - an ownership interest, or
    - any relationship with a third party.

#### **5. POLICY SCOPE**

This policy applies to Benguela Global Fund Managers (Pty) Limited as well as all its employees, contractors, temporary staff and executive directors. Each business unit within Benguela is responsible for ensuring compliance with this policy. Queries may be addressed to the Compliance Officer.

This policy also applies to Benguela and its relationships with a third party. "Third party" refers to, inter alia, stockbrokers, institutional clients that are themselves FSPs, consultants, brokers, multi-managers and products suppliers.

#### **6. AVAILABILITY**

This Conflict of Interest Management Policy is available from Benguela on request. The policy can also be viewed and downloaded from Benguela's website, [www.benguelaglobal.com](http://www.benguelaglobal.com)

**7. POLICY GOVERNANCE AND IMPLEMENTATION**

The drafting and coordinating of amendments to this policy is the responsibility of the Chief Operating Officer and the Compliance Officer.

Ownership and approval of the policy is vested in the Risk & Compliance Committee as well as the Board of Directors of Benguela.

The Risk & Compliance Committee of Benguela is responsible for the implementation of the policy.

**8. POLICY PRINCIPLES**

This Conflict of Interest Management policy highlights the following main principles envisaged by the FAIS Conflicts of Interest legislation, as well as the required business response:

Mechanisms for the Identification of Conflicts
Measures for Avoidance or Mitigation of Conflicts
Measures for Disclosure of Conflicts
Processes, Procedures and Internal Controls to facilitate Compliance
Consequences of Non-Compliance
Basis on which Representatives qualify for a Financial Interest
Policy Review
List of Associates
Names of Third Parties in which Benguela holds an Ownership Interest
Names of Third Parties that hold an Ownership Interest in Benguela

Benguela supports the regulatory requirements and expects each of its business areas to assess the principles that are applicable to them and to respond in accordance with this policy.

**9. MANAGEMENT OF CONFLICTS OF INTEREST**

Benguela will always attempt, as far as possible, to manage any identified conflict of interest by imposing actions designed to mitigate the risk of any of its clients receiving unfair treatment. These policies of mitigation will not only consider the treatment of client interests in relation to the interests of Benguela and its employees, but also treatment between clients.

**Mechanisms for the Identification of Conflicts of Interest**

Benguela has implemented mechanisms for the identification of conflicts of interest. These include:

- I. Internal Guidance to Employees and Training on Conflicts of Interest:

Benguela expects employees to act independently in the face of an identified conflict of interest that may arise between Benguela and third parties or between Benguela and its clients and/or between clients. This requires that employees:

- be competent to identify conflicts that may arise in the conduct of their normal work responsibilities;
- desist from treating a client in a manner that unfairly favours or prejudices that client based on specific information held about Benguela or another client; and
- promptly notify the Compliance Officer where there is any uncertainty as to the existence of a perceived conflict or as to how to deal with a conflict. The Compliance Officer will give the employee the necessary guidance thereon.

## II. Record Keeping and Employee Obligation to Report Conflicts Arising

Benguela requires all employees to report identified conflicts of interest to the Compliance Officer. Employees are required to notify the Compliance Officer if they suspect a situation giving rise to a potential conflict of interest. The Compliance Officer will give due consideration to the circumstances on a case by case basis, before determining if it is in fact a conflict of interest and how best to manage it. The Compliance Officer will seek to promptly respond to the employee from whom the notification originated. Occurrences recognised by the Compliance Officer to represent conflicts of interest over and above those stated herein will immediately be reported to the Risk & Compliance Committee through the Chief Operating Officer.

## III. The Adoption of Policies and Procedures to Manage Conflicts of Interest e.g. a PA Trading Policy and a Gifts, Benefits & Inducements Policy”.

## IV. Employees are required to disclose the following to Benguela annually:

- Ownership or remunerated service interests held outside of Benguela e.g. any outside employment or other interests for which remuneration is received as well as any directorships held. The aforesaid must be disclosed and pre-approved by the employee’s line manager, the Chief Operations Officer and the Compliance Officer.
- Disclosure of shares held in companies (both locally and internationally and both private and public) are required of all employees annually
- Financial interests; and
- Disclosure of ownership and financial interests is also required at every Board of Directors meeting and investment team meetings.
- Staff Policy declarations must be completed by all employees annually.

The executive management of Benguela is responsible, together with the Compliance Officer, for determining which conflicts are likely to result in a material risk of damage or detriment to a client’s interests.

Apart from Benguela managing conflicts of interest between itself and its clients, Benguela will as soon as is reasonably possible, disclose the conflict to one or more clients in circumstances where this is merited.

**Measures for the Avoidance of Conflicts of Interest, and where avoidance is not possible, the reasons therefore and the Measures for the Mitigation of such Conflicts of Interest**

- I. Chinese walls are in place for regulating the information flow between and within business areas, where required. (Chinese walls are artificial barriers to the flow of information between different functional areas within companies or groups of companies).
- II. Segregation of duties – Benguela has established physical and electronic information barriers which are designed to prevent the exchange and misuse of material, non-public price sensitive information obtained by investment professionals. For example, relevant securities are embargoed and are subject to Investment Compliance monitoring where Benguela, or any of its employees, receives inside information.
- III. Benguela maintains sensible segregation of duties to avoid risks inherent in trading activities based on the size and nature of Benguela's activities. Where the same employees carry out more than one key function within the trading area (e.g. execution, reconciliation and settlement), additional controls are instituted that are considered adequate for the size of Benguela's operations. Further, employees employed in regulatory oversight and review roles have no operational responsibilities.
- IV. Training of employees on conflicts of interest, legislation and company policies and procedures.
- V. To prevent conflicts of interest arising from the use of information, and market abuse generally, personal account trading is only permitted within the policy limits and in accordance with the strictly enforced procedures outlined in the Benguela Personal Account Trading Policy.
- VI. The giving and receiving of a financial interest has the potential to create conflicts of interest. Employees may not solicit or provide anything of value directly or indirectly to other FSPs, or third parties, which would impair Benguela's duty to act in the best interests of clients. Accordingly, no financial interest in excess of R 1 000 may be offered or accepted in a calendar year.
- VII. Under no circumstances may employees accept cash from or offer cash to clients, other FSPs or third parties.
- VIII. Rules and undertakings on confidentiality.
- IX. Independent oversight of relevant employees whose principle functions involve activities that might give rise to a conflict of interest.
- X. Annual employee acknowledgement of the Conflict of Interest Management Policy.
- XI. Declining to act – in cases where Benguela considers that it has encountered a conflict of interest (in relation to a new client, proposed mandate, client request or other circumstance) that it is unable to mitigate or manage without risk to one or more clients, Chief Operating Officer, together with the Compliance Officer, will notify the client in writing that Benguela is unable to provide the requested services to a client on suitable grounds appropriate to the circumstances.



- XII. Disclosure – conflicts of interest that are identified in the future will be included within appropriate mechanisms or systems in order to manage those conflicts. Where Benguela considers that there are no other means of managing the conflict or where the measures in place do not sufficiently protect the client’s interests, the specific conflict will be disclosed to enable the client to make an informed decision as to whether or not to continue with Benguela’s service in that particular situation.

### **Measures for the Disclosure of Conflicts of Interest**

In terms of FAIS, Benguela and a Representative must, in writing, at the earliest reasonable opportunity disclose to a client any conflict of interest in respect of that client, including –

- the measures taken in accordance with this policy to avoid or mitigate the conflict;
- any ownership interest or financial interest, other than an immaterial financial interest, that the provider or representative may be, or become, eligible for;
- the nature of any relationship or arrangement with a Third Party that gives rise to a conflict of interest, in sufficient detail to a client to enable the client to understand the exact nature of the relationship or arrangement and the conflict of interest;
- the existence of this policy and how it may be accessed.

In addition:

- Every employee of Benguela is required annually to sign Benguela’s annual Staff Policy Declaration, which also calls for certain disclosures to be made. See above.
- Key Individuals and Representatives are required to sign an annual FAIS declaration stating that he/she is fit and proper to act in a FAIS role and is required to disclose whether or not he/she is currently conflicted, or has been in a conflict situation, and what measures were taken to avoid or mitigate the conflict of interest.
- All employees are required to maintain a register recording his/her ownership interests and financial interests. Pre-approval is required from an employee’s line manager and from the Compliance Officer to ensure that a financial interest received or offered complies with Benguela’s rules and that the correct procedures have been followed.
- All Representatives must disclose a conflict of interest to the client.

Where appropriate and/or possible, Benguela will disclose conflicts and mitigation measures in the investment management agreements that it enters into with clients. In other instances, the conflict will be disclosed to the client in writing via a separate communication.

### **Processes, Procedures and Internal Controls to Facilitate Compliance with the Policy**

All employees of Benguela will be provided with regular (at least annual) awareness training in respect of both the regulatory requirements and the provisions of this policy. Employees are required to acknowledge

that they have read and undertake to adhere to the policy. In addition, they are required to provide a declaration confirming that they have complied with the policy on an annual basis.

The Compliance Officer will monitor compliance with this policy on an ongoing basis. Any instances of non-compliance which are identified will be reported to the Chief Operations Officer, and will be tabled at each meeting of the Risk & Compliance Committee. Material transgressions will also be escalated to the Board of Directors of Benguela.

### **Consequences of Non-Compliance with the Policy**

A full investigation into allegations of non-compliance with the policy will be conducted by Benguela, taking into account applicable labour laws and procedures.

Non-compliance with this policy and the procedures described in it may be considered to be misconduct and employees may be subject to disciplinary action that could lead to dismissal.

Furthermore, after proper investigation into any alleged misconduct, Key Individuals and Representatives may be disbarred if found guilty of misconduct. Non-compliance will be reported to the Commissioner at the Financial Sector Conduct Authority and to clients.

### **Basis on which Representatives Qualify for a Financial Interest**

Employees of Benguela receive remuneration in the form of a monthly salary. None of the employees of Benguela earn any commission from third parties on any products or services sold.

### **Protection of Personal Information**

Employees of Benguela are reminded that the Company may obtain and process their personal information where necessary to meet its operational, administrative and regulatory obligations. Benguela warrants and confirms that it will at all times comply with all legislation that regulates the processing and protection of personal information.

### **Policy Review**

This policy will be reviewed on, at least, an annual basis by the Risk & Compliance Committee. The Chief Operations Officer and the Compliance officer will be responsible for making and implementing any changes or updates to the policy.

### **List of Associates**

FSPs and their representatives may not avoid, limit or circumvent or attempt to avoid, limit or circumvent compliance with Board Notice 58 of 2010 through an associate or an arrangement involving an associate.

### List of Associates

Entity	Business Activity / Nature of Association
BGFM STAFF EMPOWERMENT SHARE SCHEME	Shareholder

### Names of Third Parties in which Benguela holds an Ownership Interest

Entity	% Shareholding
None.	

### Names of Third Parties that hold an Ownership Interest in Benguela

Entity	% Shareholding
BGFM STAFF EMPOWERMENT SHARE SCHEM	14.2%

### Record Keeping and Reporting

Benguela will maintain a comprehensive register of conflicts that arise, including an indication of the specific measures taken to avoid or mitigate the conflict.

The Compliance Officer is responsible for reporting on the conflict of interest management policy as required by the Regulator from time-to-time. The report will refer to the implementation, monitoring and compliance with, and the accessibility of, this policy.

## 10. REFERENCES

The following Board Notice issued by the Financial Sector Conduct Authority under FAIS is relevant to this policy

Board Number	Notice	Title
58 of 2010		Financial Advisory and Intermediary Services Act, 2002: Amendment of the General Code of Conduct for Authorised Financial Services Providers and Representatives

The policy should be read in conjunction with the following related internal policies dealing with specific areas of conflict:

<b>Policy Title</b>
Benguela Employees Code of Conduct
Benguela Treating Customers Fairly (TCF) Policy
Personal Account Trading Policy
Gifts, Benefits & Inducements Policy
Market Abuse and Insider Trading Policy
Order Execution and Trade Allocation Policy
Proxy Voting Policy
Anti-Bribery & Corruption Policy
Whistleblowing Policy

## **11. ACKNOWLEDGMENT**

I acknowledge that I have received a copy of the Benguela Conflicts of Interest Management Policy, and I do commit to read and follow the policy.

I am also aware that Benguela, at any time, may on reasonable notice, change, add to, or delete from the provisions of the policy.

\_\_\_\_\_  
**Employee's Printed Name**

\_\_\_\_\_  
**Position**

\_\_\_\_\_  
**Employee's Signature**

\_\_\_\_\_  
**Date**