



FirstRand

CONFLICT OF INTEREST MANAGEMENT POLICY

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1 INTRODUCTION

FirstRand Limited (FirstRand or the group) is a portfolio of integrated financial services businesses operating in South Africa, certain markets in sub-Saharan Africa and the UK. Many of these businesses are leaders in their respective segments and markets, and offer a broad range of transactional, lending, investment and insurance products and services.

FirstRand's code of ethics provides guidance on ethical decision-making and behaviour. It creates a common understanding of how the group expects its people to behave. It creates a common understanding of the behaviour the group expects from its employees.

FirstRand's purpose statement

FirstRand commits to building a future of shared prosperity through enriching the lives of its customers, employees and the societies it serves. This is the foundation to a sustainable future and will preserve the group's enduring promise to create long-term value and superior returns for its shareholders.

The safeguarding of the group's reputation is, therefore, of the utmost importance. This includes ensuring that an effective programme is in place for the management of conflicting interests.

A conflict of interest arises when the group's interests are compromised by the personal interest and/or relationships of any employee, director or other person. Conflicting interests are generally characterised by a compromise or prevention of efficient, honest or objective work performance, because of employees maintaining inappropriate personal interests, either directly or through their close relationships.

Not all conflicts of interest result in misconduct (such as corruption, internal and/or external fraud, bribery, inappropriate governance, nepotism or cronyism). It is prudent, however, to establish and maintain an effective conflict of interest management programme to ensure that conflicting interests are identified timeously, mitigated and suitably managed. Managing conflicting interests requires:

- mechanisms for the identification of conflicting interests;
- measures for the avoidance of conflicts of interests, and where avoidance is not possible, measures for the mitigation of such conflicts of interest;
- mechanisms for the disclosure and assessment of conflicts of interest;
- policies, standards, procedures and internal controls to facilitate compliance with established measures;
- monitoring and reporting activities to determine and encourage compliance with established measures; and
- consequence measures for non-compliance.

In line with the group's code of ethics, philosophy (as captured in the FirstRand promises), employees must demonstrate the promise of "always do the right thing".

2 PURPOSE

The group's conflict of interest management policy is designed to assist it in protecting its interests. This policy sets out principles for avoiding and managing actual, potential, and perceived conflicts of interest, and stipulates that all employees are required to declare all relevant personal interests that may conflict with the group's interests, for examination.

The responsibility to proactively and in good faith declare interests that may conflict with those of the group and to seek advice in cases of uncertainty, is fully vested with each employee. Importantly, the declaring party must believe the declaration to be accurate and complete at the time.

3 SCOPE

This policy applies to all entities and businesses that form part of the FirstRand group across the jurisdictions where it operates (collectively referred to as "the group") and their respective employees.

"Employees" means:

- any person who conducts work for the group and who receives, or is entitled to receive, any remuneration directly from the group;
- any fixed-term, third-party contractors, consultants and contingent workers;
- any representatives of the group and persons who have access to group systems; and
- all executive directors and specialist consultants who conduct work for the group and who receive, or are entitled to receive, any remuneration directly from the group.

4 NON-EXECUTIVE DIRECTORS AND EXEMPTIONS

It is recorded that non-executive director declarations are managed in accordance with directors' fiduciary duties. Declarations by non-executive directors are facilitated by the Company Secretary's office (Cosec) annually as well as on an *ad hoc* basis during periodic board meetings if an actual, perceived, or potential conflict of interest presents itself. Declarations made during board meetings are to be noted in the relevant meeting minutes and/or Cosec system.

Additionally, in certain circumstances, employees may also be exempted from declaring their conflicts of interest. Refer to the approved *DOI exemptions list* for further exemptions that apply to this policy.

5 OWNERSHIP AND REVIEW

The group ethics office is the custodian of the group's conflict of interest management policy, which must be reviewed at least every two years, or as regularly as necessary, and approved by the FirstRand social, ethics and transformation committee (Setcom).

6 PUBLICATION

The latest versions of the group's code of ethics and conflict of interest management policy are published on the group's intranet and as part of the human capital manual.

7 ADOPTION

Each group legal entity may adopt its own conflict of interest management policy, which must align to this policy, and which must be approved by their respective board of directors and governance structures.

8 ADMINISTRATION

The group ethics office is responsible for oversight of the implementation of this policy. The chief executive officer (CEO) of each group entity (however organised and however named, for example, controlling companies, controlling entities, segments, subsidiaries, sub-segments, divisions, departments or business units) is responsible for ensuring integration of this policy (or an adopted policy as per paragraph 7 above) into the day-to-day activities of the business entity.

Advice and guidance on implementation of this policy may be obtained from the relevant segment and/or group ethics office.

9 RELATED GOVERNANCE DOCUMENTS

This policy forms part of the group ethics and governance programmes, and must be read in conjunction with the following group governance documents:

- Code of ethics;
- Ethics line policy;
- Personal account (PA) trading policy;
- Supplier code of conduct;
- Anti-bribery and corruption (ABC) policy;
- Financial advisory and intermediary services (FAIS) act conflict of interest policy, where applicable;
- Sponsorships, donations, gifts and entertainment (SDGE) standard;
- Procurement policy; and
- Employee appointment to external entities policy.

10 HOW MUST THIS POLICY BE USED?

All employees as defined in section 3 (scope) must refer to this policy for guidance on truthful, accurate and timely declarations of personal interests. This includes guidance on the appropriate methods of declaration, to whom declarations must be made, as well as the type of interests required to be declared.

Guidelines are provided on an ongoing basis in the training, education, communication and awareness programmes relating to this policy. Subject matter expert advisory services are also available from the respective segment-business conduct champions and the group ethics office. Related guidelines are available on the group ethics office intranet site and relevant segment/operating business intranets. Programme owners in the respective businesses/segments must create awareness with all new and current employees of the group conflict of interest management policy and all training requirements.

11 WHERE TO DECLARE INTERESTS?

11.1 Declaration of interest (DOI) platform or banking app

All employees are required to declare their interests on the declaration of interest (DOI) platform or the banking app > @Work page under the “Ethics and Conduct” tab.

11.2 Manual forms

Should employees not have access to the DOI platform or the banking app, they must consult their relevant ethics office and/or compliance representative for manual declaration of interest forms and the process to be followed. A copy of the manual form is also available on the ethics intranet site or can be requested by sending an email to ethicsfirst@firstrand.co.za.

12 WHEN MUST EMPLOYEES DECLARE INTERESTS?

Personal interests must be declared or reconfirmed truthfully by employees on an annual basis within the first two months of a new financial year (1 July to 31 August); or within 30 days of the date of joining (or time of network access) the organisation for new employees; and proactively on an ongoing basis throughout the year by all employees, as and when interests change.

13 WHAT IS THE APPROACH TO CONFIDENTIALITY OF PERSONAL INTEREST DECLARATIONS?

All declarations are to be handled in the strictest confidence. Line managers, human capital business partners, relevant ethics office or compliance representatives, and the group ethics office will protect the confidentiality of the information supplied. Confidential information may be shared only among ethics committee members and others with a direct and legitimate interest in ensuring that declarations are well managed, and conflicts of interest are avoided.

14 WHAT DO EMPLOYEES NEED TO DECLARE AS INTERESTS?

All employees must submit an annual declaration of personal interest. Even if they have no new personal interests to declare or if there were no interest changes from the previous year, employees must reconfirm their existing interests annually. Personal interests including relevant ownership of a business (or part thereof), relevant additional work (voluntary or remunerated) and relevant close relationship interests that may compromise an employee’s ability to carry out duties and responsibilities independently and objectively in relation to the group must be declared. The use of “relevant” interests here and throughout the policy refers to actual, potential, and perceived conflicts.

Where an employee does not have any relevant personal interest, they must submit a ‘nothing to declare’ declaration on an annual basis. Gifts given or received on an ad hoc basis do not form part of the annual declaration requirement, but must be declared in line with the timelines as set out below.

All declarations of interest must be accurate and adequately detailed. Sufficient context must be provided by the employees to enable line managers to make informed decisions when reviewing their declarations.

Business areas may provide more guidelines such as additional criteria; additional approvals; and/or additional independent review panels and may impose additional restrictions or thresholds on gifts (for example a zero-gift policy). It is incumbent on each employee to also consult the business unit and/or segment-specific policies, guidelines, or standards.

14.1 Gifts given and received

A gift is anything given by one person to another without expecting any form of payment or benefit in return. The giving and receiving of gifts, in the ordinary course of business, with the intention of strengthening existing relationships (clients and suppliers) and/or for marketing purposes, is permitted. A gift may come in many forms, for example, items of value, goods, services, meals, hospitality, entertainment, domestic and foreign travel, accommodation, sponsorship, donation and/or vouchers.

In the practice of giving and receiving gifts, an actual, potential, or perceived conflict of interest and/or bribery risk may arise. It is, therefore, every employee's responsibility to establish the purpose or intent of the gift and ensure that in executing their roles and responsibilities, they manage any conflict of interest that may arise from giving or receiving gifts. The value of a gift must be reasonable, not excessive, and not create or appear to create an obligation of reciprocity.

Employees must discuss all gifts given and received with their line manager and declare all gifts given and received in accordance with the relevant segment/operating business requirements.

Note that the giving or receiving of cash and cash equivalent gifts, in any currency and in any country of operation is **strictly prohibited**.

- "Cash" means physical or digital economic units that are generally recognised as a medium of exchange including without limitation, fiat currency, funds transferred electronically, cheques and travellers' cheques.
- "Cash equivalent" includes, without limitation any digital currency, eBucks, crypto currency, tokens and vouchers which can be converted to cash.

Additional guidance is provided in the group SDGE standard. The standard provides information about factors to be considered when evaluating receiving and giving of sponsorships, donations, gifts (including travel and accommodation) and entertainment; including the roles of employees, acceptance and rejection of gifts, prohibited gifts, financial value thresholds and guidance on remedial actions that must be taken.

In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk gift practices that must be reviewed with greater scrutiny by line managers and managed or resolved adequately:

- multiple gifts of excessive value given/received, and timing of such gifts, i.e. during a tender or contract renewal process or shortly before or thereafter;
- non-contextual giving or receiving of gifts; or an individual subjective (biased) giving or receiving of gifts;
- giving or receiving of gifts which may create a risk of perceived conflict (perception risk);
- intentionally unrecorded; undeclared; or understated gifts given/received;
- gifts given or received in exchange for an employee, colleague, customer or third party awarding the giver an unfair advantage;

- FAIS representatives giving or receiving gifts with a sum value per applicable regulatory thresholds, prohibitions and other requirements to/from the same third party; and
- Gifts given of a value that breach applicable regulatory thresholds, prohibitions and other requirements. It is incumbent on employees to consult with the relevant business unit, segment or country ethics office and/or compliance representative to ensure compliance.

Employees must discuss all gifts received as soon as possible, but no later than five business days from receiving the gift, and before offering a gift, with their line manager. As much detail as possible should be included to ensure that the line manager can make an informed decision.

14.2 Ownership interests

An ownership interest in any business enterprise outside of the group.

Ownership interests held personally in the group's vendors, service providers, business partners, major clients, or competitors, must be declared. FirstRand seeks to avoid employee-supplier relationships and the group's procurement policy must be referred to.

Ownership interests may include:

- equity obtained through private investments, inheritance, dividend, profit share or similar arrangements;
- assets administered in trusts; and
- any dormant or "shelf" organisation that becomes active.

Where an employee owns or uses a legal entity, stokvel or partnership, to trade or hold securities, an ownership interest declaration is required. The trading of the securities is subject to the group personal account trading policy.

In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk ownership interests that must be reviewed with greater scrutiny by the line manager and managed or resolved adequately:

- interest with a direct conflicting interest to the group's, i.e. financial services; roles conflicting with the employee's current role within the group, i.e. similar roles and/or responsibilities; ownership in third parties, major clients or competitors;
- interests that are not related to, or in conflict with, the group's business, however, require considerable time to fulfil work responsibilities for the outside business, which may impact on an employee's productivity, performance or deliverables;
- use of the group's intellectual property (IP) or access to customer, employee or supplier information for personal advantage or gain;
- abuse of the group's resources such as group tools of trade to fulfil personal interests; and
- intentionally undeclared ownership interest with, or relating to, a direct conflict with the group.

14.3 Additional work interests

Additional work performed for parties related and/or unrelated to the group, whether such work is voluntary or remunerated and that has an actual, potential, or perceived conflict of interest risk and may impact group work performance must be declared. Additional work may include but is not limited to:

- paid employment for work outside of the group (including consulting or advisory services) that could take up time that must be spent on group work;
- management authority in a third party acting as a vendor, service provider, external business partner, major client (by turnover, assets, public interest score, social impact or market share), competitor of any group business, or in a business unrelated to the group that may prevent effective or honest group work performance;
- outside appointments or outside professional commitments including directorships; trusteeships and board memberships. The employee must adhere to the group's employee appointment to external entities policy, which contains provisions relating to some of these scenarios;
- public office or similar work; and
- charitable and voluntary work impacting on the group.

In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk additional work interests that must be reviewed with greater scrutiny by line managers and managed or resolved adequately:

- remunerated or voluntary additional work interests with a direct conflicting interest to those of the group; i.e. financial services; roles conflicting with the employee's current role within the group; additional work in third parties, major clients or competitors;
- personal business interests that are not related to group businesses, but which require considerable time to fulfil related work responsibilities, which may impact on the employee's productivity, performance or deliverables at the group;
- potential for abuse of the group's resources to fulfil personal interests;
- intentionally undeclared additional work interest with, or relating to, a direct conflict to the group;
- the risk of using, leaking or compromising in any other way, the group's proprietary, confidential (customer, employee and supplier), non-public, or price-sensitive information; or
- introducing reputational risk to the group.

14.4 Close relationship interests

A close relationship is a relationship between two persons by either being related to each other; romantically involved, friends and/or associates. The employee must, to the best of their knowledge, declare any close relationships which pose a conflict-of-interest risk, including but not limited to:

- spouse, life partner, or civil union partner;
- biological or adopted sibling or cousin;
- child, including biological child, stepchild, adopted child, foster child (and such child's spouse or partner), nephew and niece;
- grandparent, parent or stepparent (and such parent's spouse or partner);

- uncle and aunt;
- person recognised in law, appointed by a court as legally responsible for managing the affairs of, or meeting the daily care needs of the employee (and such person's spouse, or partner);
- person in commercial or business partnership with the declaring party; and
- person who is a friend or associate of the declaring party (cronyism).

In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk close relationship interests that must be reviewed with greater scrutiny by line managers and managed or resolved adequately:

- close relationships (family or romantic) within the group, within the same or different business structure, with direct and indirect reporting lines which may create an unfair advantage or affect the division of duties between employees;
- close relationship with a competitor in the same industry or profession as the employee increasing the risk of sharing of group intellectual property;
- close relationship with a major client or third party with a relation or business interactions that may prevent objectivity and independence in the execution of the employee's duties;
- close relationship with a person who provides a service to the employee's business area;
- close relationship with any employee which creates an unfair advantage or which causes a deviation from regular process or procedure as a result, i.e. access to non-trading-related inside information; and
- close relationship with a person who holds public office or works in the civil service or similar work that may pose a conflict of interest or reputational risk to the group.

Additionally, determine whether there are close relationships with politically exposed or influential person(s). Refer to the FirstRand politically exposed persons (PEP) standard for more details.

15 DECLARATION OF INTEREST REVIEW PROCESS

Employees are responsible for ensuring that all relevant personal interests are declared in an accurate, appropriate and timely manner with all required contextual information.

Once an interest is submitted, the line manager is responsible for reviewing and making a decision within ten working days of receiving the declaration and providing the mandatory rationale in the "line manager comments" section for the decision. The decision must be informed, supported by detailed contextual information and take consideration of the types of high-risk interests listed under each declaration category of this policy. These risks are not exhaustive, and the line manager remains accountable for the decision to approve or reject a DOI and overseeing resolution, where necessary.

Should the line manager not action an employee's declared interest(s) within ten working days, the interest(s) will be auto escalated to their line manager, who will also be provided with ten working days to action said interest(s). Failure to action the interest(s) within 20 working days of declaration, will result in the interest(s) being auto rejected by the system.

Should an interest be auto rejected, the employee will be required to resubmit their interest(s) to the line manager for action, which will restart the approval process detailed above.

15.1 Responsibility to seek advice and to declare interests

The declaration prescripts in this policy are not meant to be exhaustive. It remains the responsibility of those subject to this policy to seek advice on personal interests and to declare such interests accordingly.

15.2 Where can employees seek advice when they are unsure?

Refer to the group line and risk manager DOI review guide and/or seek advice from line managers, human capital business partners, or the relevant compliance representative in the applicable operating business/segment. The compliance representative must escalate the query, on the employee's behalf, to the relevant ethics officer if they are not able to provide adequate guidance. Also refer to the leaders' playbook which form part of the instruments made available to enable ethical decision-making. Employees may also log an online service request.

Board members may contact the company secretary or the group ethics office directly when seeking advice.

15.3 Responsibility to resolve a conflict of interest

Where a personal interest conflicts, or could conflict, with the interests of the group, with guidance from their line manager, the declaring employee must resolve the conflict within a reasonably agreed time but also considering the risk exposure while the conflict exists. Where a resolution cannot be agreed upon with the line manager, the line manager must consult with the human capital business partner, relevant ethics office and/or compliance representative for advice.

When either an ethics officer or an ethics committee declares personal interests as constituting a conflict of interest, then the employee in question will be given a reasonable amount of time to resolve the identified conflicting interest(s) to the satisfaction of the ethics officer or ethics committee requirements. The line manager in liaison with the business area's human capital business partner, relevant ethics office and/or compliance representative will monitor implementation of the remedial action agreed upon.

Where a personal interest poses an actual conflict, or may pose a potential or perceived conflict, in a decision-making process, employees must recuse themselves from being involved in or influencing any decision related to the interest in question.

16 VALIDATIONS

As an employee it is important to note that continuous risk-based validation checks against external data sources may be performed to ensure the adequate management of conflict-of-interest risk.

17 CORRUPT RELATIONSHIPS

Unmanaged conflicts of interest may readily evolve into corrupt relationships. Employees are, therefore, required to report any observed or suspected corrupt activity(ies) relating to conflicts of interest, by using the group's independently managed ethics line (refer to the last page for contact details).

18 CONSEQUENCE MANAGEMENT

Failure to adhere to this policy may constitute misconduct either by way of negligence and/or dishonesty which could result in disciplinary action being taken. In serious cases, such disciplinary action may result in termination of employment or suspension of services. Where a criminal offence results from failure to adhere to this policy, additional consequences may arise.

Line management is encouraged to engage the human capital business partner or industrial relations function prior to proceeding with disciplinary process.

CONTACT DETAILS FROM 1 JULY 2024

FirstRand ethics line websites (all countries excluding Botswana, Eswatini, Ghana, Lesotho, Mozambique and Zambia):	
NAVEX Web Intake Site URL	firststrandbank.ethicspoint.com
NAVEX Mobile Intake Site URL	firststrandbankmobile.ethicspoint.com
NAVEX One Compliance Hub	firststrandbank.navexone.eu/peoplehub
FirstRand ethics line websites (only for Botswana, Eswatini, Ghana, Lesotho, Mozambique and Zambia):	
Deloitte website	www.firstrandethicsoffice.com
Deloitte e-mail	report@firstrandethicsoffice.com
FirstRand ethics line toll free numbers (All countries):	
South Africa <i>(Navex)</i>	080 001 0744
United Kingdom – including Guernsey and Jersey <i>(Navex)</i>	0800 031 8252
United Kingdom - Aldermore <i>(Deloitte)</i>	0808 238 75 00
Botswana <i>(Deloitte)</i>	0800 600 644 (Botswana Telecoms users) 1144 (Orange users) 71119711 (Mascom users) +27 11 929 3332 (call back)
Eswatini <i>(Deloitte)</i>	8007006 (SPTC) +27 11 929 3332 (call back)
Ghana <i>(Deloitte)</i>	544 315 491 (local) +27 31 571 5077(RSA underpinning number) +27 11 929 3332 (call back)
India <i>(Navex)</i>	022 5097 2944
Lesotho <i>(Deloitte)</i>	80022055 (Econet) +226 31 571 5077 (International call rates) +27 11 929 3332 (call back)
Mauritius <i>(Navex)</i>	8020490076
Mozambique <i>(Deloitte)</i>	+800 333 312 (Vodacom) +27 11 929 3332 (call back)
Namibia <i>(Navex)</i>	083 380 0102
Nigeria <i>(Navex)</i>	02 01 227 9235
United States of America (USA) <i>(Navex)</i>	8337892491
Zambia <i>(Deloitte)</i>	+260 971 231 250 (Airtel users) 5080 (all networks) +27 11 929 3332 (call back)
Note: Kenya, Angola, China, Singapore and other countries not listed above:	Kindly use the NAVEX web intake, mobile intake and One Compliance Hub above to submit an ethics line report.
Other contact details	
FirstRand ethics office – General queries	ethicsfirst@firstrand.co.za

Leading Light email	leadinglight@firstrand.co.za
Control room email	compliancecontrolroom@rmb.co.za

Employees must consult their human capital business partner, relevant ethics office and/or compliance representative for local contact details not listed above.