

**Conflict of Interest Management Policy**  
**STERLING PRIVATE WEALTH (PTY) Ltd**  
**(32319)**  
**(“hereinafter referred to as STERLING”)**

## **Conflict of Interest Management Policy**

### **Background**

The Board of Directors of STERLING (“the Board”) has reviewed the Conflicts of Interest legislation contained in the General Code of Conduct of Financial Advisory and Intermediary Services Act (“FAIS”), in consultation with STERLING’s compliance officer, and has updated STERLING’s conflicts of interest policy accordingly.

The Board has therefore adopted the following principles relating to conflicts of interests which all Key Individuals, Representatives and employees are required to conform to.

Any employee who fails to comply with these principles will be debarred from acting as a Key Individual or Representative as required in terms of FAIS.

**The conflict of interest management process covers the following areas:**

- 1) Mechanisms for the identification of conflicts of interest;
- 2) 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;
- 3) Measures for the disclosure of conflicts of interest;
- 4) The processes, procedures and internal controls to facilitate compliance with the policy;
- 5) Confirmation of the consequences of non-compliance with the policy by the provider’s employees and representatives;
- 6) Confirmation of the basis on which a representative will qualify for a financial interest;
- 7) A list of all STERLING’s associates;
- 8) A list of all parties in which STERLING holds an ownership interest;
- 9) A list of all third parties that holds an ownership interest in STERLING.

### **The General Code of Conduct of FAIS**

**In terms of Section 3A(2)(a)** of the General code of Conduct “every provider, other than a representative, must adopt, maintain and implement a conflict of interest management policy that complies with the provisions of the Act”

**Policy:** The Board of Directors of STERLING hereby accepts the provisions stipulated in this document as the formal Conflicts of Interest Management Policy of STERLING.

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## Definitions

FAIS contains the following important definitions relating to conflicts of interests:

**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 interest 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 accommodations associated with that training

**Ownership interest:** means

- a) any equity or proprietary interest, for which fair value was paid by the owner at the time of acquisition, other than equity or an 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.

**Third party:** means

- a) a product supplier;
- b) another provider;
- c) an associate of a product supplier or a provider;
- d) a distribution channel;
- 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.

**Associate:** means

- a) in relation to a natural person, means
  - i) a person who is recognised in law or the tenets of religion as the spouse, life partner, or civil union partner of that person;
  - ii) a child of that person, including a stepchild, adopted child and a child born out of wedlock;
  - iii) a parent or stepparent of that person;
  - iv) a person in respect of which that person is recognised in law or appointed by a court as the person legally responsible for managing the affairs of or meeting the daily care needs of the first mentioned person;
  - v) a person who is the spouse, life partner or civil union partner of a person referred to in (ii), (iii) and (iv);
  - vi) a person who is in a commercial partnership with that person
- b) in relation to a juristic person,
  - i) which is a company, means any subsidiary or holding company of that company, any other subsidiary of that holding company and any other company of which that holding company is a subsidiary;
  - ii) which is a closed corporation registered under the Close Corporations Act, means any member thereof as defined in section 1 of that Act;
  - iii) which is not a company or a closed corporation, means another juristic person which would have been a subsidiary or holding company of the first-mentioned juristic person:

- a) had such first-mentioned juristic person been a company; or
- b) in the case where that other person, too, is not a company, had both the first-mentioned juristic person and that other juristic person been a company;
- iv) means any person in accordance with whose directions or instructions the board of directors of or, in the case where such juristic person is not a company, the Risk Committee of such juristic person is accustomed to act.
- c) in relation to any person,
  - i) means any juristic person of which the board of directors or, in the case where such juristic person is not a company, of which the Risk Committee is accustomed to act in accordance with the directions or instructions of the person first-mentioned in this paragraph;
  - ii) includes any trust controlled or administered by that person.

***Distribution channel:*** means

- a) any arrangement between a product supplier or any of its associates and one or more providers or any of its associates in terms of which arrangement any support or service is provided to the provider or providers in rendering a financial service to a client;
- b) any arrangement between two or more providers or any of their associates, which arrangement facilitates, supports or enhances a relationship between the provider or providers and a product supplier;
- c) any arrangement between two or more product suppliers or any of their associates, which arrangement facilitates, supports or enhances a relationship between a provider or providers and a product supplier.

**The point of departure of the conflict of interests, requirements: the avoidance and mitigation of Conflicts of Interest**

In terms of the General Code of Conduct a provider and a representative must avoid, and where this is not possible, mitigate any conflict of interest between the provider and a client or the representative and a client.

In order to comply with this requirement, it is necessary for STERLING to identify any and all conflicts of interest that are applicable to STERLING's business and then to determine whether or not said conflicts can be avoided given the financial service that STERLING provides to its clients.

If the conflict of interest is avoidable given the financial service that STERLING provides to its clients, then STERLING must desist from the activity that gives rise to the conflict of interest. If STERLING is of the opinion that the conflict of interest is unavoidable given the nature of the financial service that

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STERLING provides to its clients, then the FAIS requires STERLING to mitigate that conflict interest. In other words, STERLING must be sure to manage the conflict of interest with a view to mitigating any adverse outcomes to clients given the nature of the conflict of interest.

### The identification of conflicts of interests

In terms of Section 3A(2)(b)(i)(aa) of the General Code of Conduct, a conflict of interest management policy must provide mechanisms for the identification of conflicts of interest.

On an ongoing basis, there is an obligation on all key individuals and representatives to apply their minds to the identification of potential and actual conflicts of interests by asking the following questions in relation to the financial services that they provide:

- a) “Is there any situation that exists that influences the objective performance of my obligations to my client”?
- b) “Is there any situation that exists that prevents me from rendering an unbiased and fair financial service to my client”?
- c) “Is there any situation that exists that prevents me from acting in the interest of my client”?

If the answer to any one of these questions is “no” then no further action would be required. If the answer to any one of these questions is “yes” then the situation must be referred to the Risk Committee for evaluation.

It is the role of the Risk Committee to determine whether or not an actual conflict of interest exists and to ultimately define a certain practice or activity as a conflict of interest.

The mechanisms for the identification of conflicts of interests are therefore the following:

- a) There is an obligation on all key individuals and representatives to identify potential and actual conflicts of interest on an ongoing basis.
- b) Once identified, potential and actual conflicts of interest must be reported to the Risk Committee for determination.
- c) During Risk Committee meetings, the Risk Committee must investigate whether or not any conflicts of interest exist in addition to those identified by the key individuals and representatives by considering inter alia:
  - I. Reviewing all agreements signed with third parties or associates since the previous Risk Committee meeting.
  - II. Reviewing the relationships that STERLING has with any third party or associate in order to determine if those relationships give rise to actual conflicts of interests.
  - III. Reviewing all financial interests, ownership interests in order to determine if any conflict of interest is present.
  - IV. Updating the list of associates in the annexure to this Policy.
  - V. Updating the list of ownership interests in the annexure to this Policy.
  - VI. All gifts of more than R50 must be listed in STERLING’s gifts register.

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VII. All records relating to the identification of conflicts of interest must be maintained indefinitely.

#### Guidance Notes on “objective performance” and “unbiased and fair”

The contextual definition of the relevant sections referring to “influences the objective performance” and “unbiased and fair financial services” cannot to be found within legislation and its interpretive meaning must therefore be sourced from elsewhere.

It is generally accepted that the word “objective” implies a situation where an individual’s feelings or opinions are completely absent. The “objective performance” of an STERLING’s obligations therefore implies a situation where financial services are rendered without the influence of unrelated feelings or opinions. In the same vein, “unrelated feelings and opinions” denote separate, external persuasions or motivations where no causal link or nexus can be found between the particular feeling or opinion and the financial service that is rendered within the best interests of the client.

Put differently, if an unrelated feeling or opinion of an individual, influences the performance of such said individual’s obligations, it cannot be said to be an objective performance of that individual’s obligation.

The word “bias” indicates an inclination or prejudice in favour of a particular person or viewpoint. Similarly, the word “fair” indicates a situation of just circumstances or treating people equally. Unbiased financial services therefore imply financial services that do not lend itself to a particular preference towards a person or viewpoint, if an accompanying, reasonable justification for such preference cannot be found.

Consequently, all unbiased financial services must necessarily comprise services that are capable of being motivated by readily discernible, logical reasons and explanations. “Fair” financial services on the other hand imply a situation where the same conclusion or outcome is consistently reached given the same exact set of circumstances. In other words, financial services cannot be said to be fair if a pattern of favouritism begin to present itself vis-à-vis a particular person or service. Any unexpected inconsistencies towards a group of clients and/or a particular client must therefore again, have to be motivated by logic reasons and explanations.

#### Avoidance and mitigation of conflicts of interests

As specified above, the point of departure of the conflicts of interest legislation is that the provider and a representative must avoid, and where this is not possible, mitigate any conflict of interest between the provider and a client or the representative and a client.

In other words, the point of departure is that STERLING’s need to avoid conflict of interest scenarios. Only where this is not possible can STERLING continue with the practice that gives rise to the conflict of interest however then STERLING must make certain that it takes steps to mitigate the conflict of interest.

Furthermore, in terms of Section 3A(2)(b)(i)(bb) of the General Code of Conduct, a conflict of interest management policy must provide 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.

Therefore, once the Risk Committee has identified a conflict of interest, it must determine whether or not the conflict of interest is avoidable or not given the financial service that STERLING provides in the interests of its clients.

If the Risk Committee is of the opinion that the conflict of interest is avoidable, then STERLING must desist from the activity immediately.

Whenever a practice falls within the conflict of interest definition and the Risk Committee is of the opinion that it is not possible to avoid the conflict of interest, given the financial service that STERLING provides in the interests of its clients, then the Risk Committee must:

- 1) Disclose the conflict of interest in an annexure to this Policy.
- 2) Provide reasons why the Risk Committee has determined that the conflict of interest cannot be avoided in said annexure.
- 3) Provide details in said annexure of the steps that will be taken to mitigate the conflict of interests for clients.
- 4) Disclose the conflict of interest, details relating to the avoidability and mitigation of the conflict of interests to STERLING's compliance officer.

In terms of Section 3A(2)(b)(i)(bb) of the General Code of Conduct, a conflict of interest management policy must provide 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.

In addition to any specific mechanisms that may be included in the annexure referred to above relating to specific conflicts of interests, the mitigation process will always include the adoption of the following measures:

- 1) The actual or potential conflict of interest must remain only for as long as it is absolutely necessary given the unavailability of the actual or potential conflict of interest.
- 2) Alternative arrangements to a proposed transaction, contract or arrangement that is the subject of the conflict of interest must be investigated on a continuous basis.
- 3) The rendering of financial services must at all times be conducted as to the best interest of the client (in as far as this is possible, given the unavailability of the actual or potential conflict of interest).
- 4) All representatives must be made aware of the actual or potential conflict of interest, and the reasons for its unavailability.
- 5) Where possible, full disclosure of the actual or potential conflict of interest must be made to the client at the earliest reasonable opportunity.
- 6) Full disclosure of the actual or potential conflict of interest must be made to the Financial Service Board during STERLING's annual compliance report.



## Disclosure

In terms of Section 3A(2)(b)(i)(cc) of the General Code of Conduct, a conflict of interest management policy must provide measures for the disclosure of conflicts of interest.

STERLING must make appropriate disclosures to third parties including clients, as part of its arrangement to manage conflicts of interest. It is acknowledged that while disclosure alone will often not be enough, disclosure must be treated as an integral part of managing conflicts of interest. STERLING is therefore committed to ensure that clients are adequately informed about any conflicts of interest that may affect the provision of financial services to them.

It is furthermore acknowledged that, whilst a clearly identified conflict of interest will not necessarily cause the provision of financial advice to a client to be significantly compromised, it should nonetheless be disclosed to the client. The client must be afforded the opportunity to decide for him/herself whether the conflict of interest is significant and to what extent he/she will wish to proceed with the specific financial service.

It is however noted that STERLING does not deal directly with clients and in all cases deals through regulated financial services providers and all disclosure measures must be considered in the light of this fact.

On the discovery and identification of a conflict of interest, and the subsequent determination of its unavailability, the following disclosure processes will be implemented on behalf of STERLING:

- 1) Full disclosure of the actual or potential conflict of interest must be made to all the key individuals and representatives of STERLING.
- 2) Full disclosure of the actual or potential conflict of interest must be made to the compliance officer of STERLING.
- 3) On the discovery and identification of a conflict of interest, and the subsequent determination of its unavailability, the following disclosure processes will be implemented on behalf of the client:
  - a) Where appropriate and relevant, disclosure of the conflict of interest must be made in the fund fact sheets of the portfolios that are affected.
  - b) The disclosure must be formulated in such a way as to be considered specific and meaningful to the client.
  - c) The disclosure must be made in such a way as to allow the client to make an informed decision as to whether to continue with the financial services.
  - d) Where there is a model portfolio involved, the conflict of interest must be disclosed in the mandate which is signed by the client.
  - e) The reasons for the conflict of interest's unavailability must be made available to the client on request.
  - f) The conflict of interest policy must be made available to the client on request.
  - g) STERLING's gift register must be made available to the client on request.

### Facilitation of compliance with the Policy

In terms of Section 3A(2)(b)(i)(dd) of the General Code of Conduct a conflict of interest management policy must provide processes, procedures and internal controls to facilitate compliance with the policy.

The processes associated with the implementation and continued compliance of the conflict of interest management policy will be performed by the Risk Committee of STERLING as well as the appointed Compliance Officer.

Internal controls and processes include the following:

- 1) The Risk Committee of STERLING will ensure that the policy is kept on the compliance file, and the appointed Compliance Officer will confirm its adoption as part of STERLING's quarterly feedback report.
- 2) The Risk Committee of STERLING will ensure that all relevant staff are aware of the policy.
- 3) The Risk Committee of STERLING will ensure that the annexure section of this policy is completed, and the appointed Compliance Officer will confirm such completion as part of STERLING's quarterly feedback report.
- 4) The Risk Committee of STERLING will ensure the annual review of all contracts held with 3rd parties, and the appointed Compliance Officer will confirm such review as part of STERLING's feedback report.
- 5) The Risk Committee of STERLING will ensure that a list of all STERLING's associates is attached hereto and updated annually. The appointed Compliance Officer will confirm such update as part of STERLING's feedback report.
- 6) The Risk Committee of STERLING will ensure that a list of all the parties in which STERLING holds an ownership interest is attached hereto and updated annually. The appointed Compliance Officer will confirm such update as part of STERLING's feedback report.
- 7) The Risk Committee of STERLING will ensure that a list of all third parties that holds an ownership interest in STERLING is attached hereto and updated annually. The appointed Compliance Officer will confirm such update as part of STERLING's feedback report.
- 8) The Risk Committee of STERLING will ensure that all gifts received from 3rd parties, with an estimated value of R50 or more are recorded in STERLING's gift register. The appointed Compliance Officer will confirm that such register is in place as part of STERLING's quarterly feedback report.
- 9) The Risk Committee of STERLING will ensure that all records associated with the identification of actual or potentials conflicts of interest are kept on the compliance file. The appointed Compliance Officer will confirm such records as part of STERLING's quarterly feedback report.
- 10) The Risk Committee of STERLING will ensure that the proper disclosure requirements are communicated to the client. The appointed Compliance Officer will confirm such disclosures as part of STERLING's quarterly feedback report.
- 11) The policy will be overseen by the Risk Committee of STERLING who carry the responsibility for the implementation, reviewing and updating of the policy's associated processes.

12) The Annexure section of this policy must be reviewed, updated and signed by the nominated Key Individual on an annual basis. The Annexure section of this policy must be reviewed, updated and signed by the appointed Compliance Officer on an annual basis.

Financial Interests that may be received by STERLING and any representative

A provider or its representatives may only receive or offer the following financial interest from or to a third party:

- 1) **Commissions** as authorised under the Long-term Insurance Act, Short-term Insurance Act and the Medical Schemes Act
- 2) **Fees** as authorised under the Long-term Insurance Act, Short-term Insurance Act and the Medical Schemes Act if those fees are reasonably commensurate to a service being rendered.
- 3) **Fees** for the rendering of financial services in respect of which the abovementioned commissions and fees are not paid, provided that the client agreed to such fees in writing and may be stopped at the discretion of the client.
- 4) **Fees or remuneration** for the rendering of a service to a third party, which fees or remuneration are reasonably commensurate to the service being rendered.
- 5) **An immaterial financial interest** i.e. a financial interest with a determinable monetary value, the aggregate of which does not exceed R1000 in any calendar year from the same third party in that calendar year received by – a provider who is a sole proprietor, or a representative for that representative's direct benefit, or a provider who for its benefit or that of some or all of its representatives, aggregates the immaterial financial interest paid to its representatives.
- 6) **A financial interest not referred to above**, for which a consideration, fair value or remuneration that is reasonably commensurate to the value of the financial interest, is paid by that provider or representative at the time of receipt thereof.
- 7) A provider **may not** offer any financial interest to a representative of that provider for:
  - a) Giving preference to the **quantity of business** secured for the provider to the exclusion of the quality of the service rendered to clients.
  - b) Giving preference to a **specific product supplier**, where a representative may recommend more than one product supplier to a client
  - c) Giving preference to a **specific product of a product supplier**, where a representative may recommend more than one product of that product supplier to a client.

It is specifically recorded that the only financial interests that any representative or key individual of STERLING will be entitled to the remuneration disclosed in each employee's service contract.

### Consequences of non-compliance

In terms of Section 3A(2)(b)(i)(ee) of the General Code of Conduct a conflict of interest management policy must provide for the consequences of non-compliance with the policy by STERLING's employees and representatives.

If there is reason to believe that an employee or a representative has failed to disclose actual or possible conflicts of interest, STERLING's Board shall afford that person the opportunity to explain the alleged failure to disclose.

If after hearing the response of the employee or representative and making such further enquiries as may be warranted in the circumstances, and where the Board determines that the employee or representative has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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## ANNEXURE A

In terms of the Conflicts of Interest Management Policy, the Board of STERLING has identified the following conflicts of interest, the reasons for the unavailability of said conflicts of interest and the specific steps that will be taken to mitigate the conflict of interest to clients:

### The identified conflicts of interests

1) The recommendation of investments into the AssetMix Funds of Funds

*Potential conflict of interest:* STERLING carries out activities as an advisor and owns an equity stake in AssetMix Solutions (Pty) Ltd (“AssetMix”). AssetMix is an independent specialist multi-manager business that is responsible for the investment management of the AssetMix Funds of Funds. Furthermore, certain representatives of STERLING are members of the AssetMix investment committee and may be entitled to an annual investment management fee, financial interest or ownership interest in relation to investments placed in the AssetMix Funds of Funds. A potential conflict of interest may arise where recommendations are made by representatives of STERLING in relation to investments in the AssetMix funds.

2) The recommendation of investments into the Counter Point Funds or Wrap Funds

*Potential conflict of interest:* STERLING carries out activities as an advisor and owns an equity stake in Counter Point Asset Management (“Counter Point”). Counter Point is an independent specialist fund manager business that is responsible for the investment management of various unit trusts and wrap funds. Furthermore, certain representatives of STERLING are members of the Counter Point investment committee and may be entitled to an annual investment management fee, financial interest or ownership interest in relation to investments placed in the Counter Point Funds. A potential conflict of interest may arise where recommendations are made by representatives of STERLING in relation to investments in the Counter Point funds.

3) The acceptance of invitations to functions, incentive trip and conferences

*Potential conflict of interest:* A potential conflict of interest is possible if the sole result of the acceptance of any invitation would be an attempt by a product of service provider to attract business.

**Policy:** As a point of departure, Key Individuals and Representatives of STERLING are not permitted to accept any invitation that has as its sole purpose an incentive to transfer assets to the applicable provider.

*Incentive trips:* For purposes of this Policy, incentive trips are defined as any trip, whether local or foreign that has its sole objective the incentivisation of STERLING to place investments with the relevant product or service provider.

**Policy:** No Key Individual or Representative is entitled to accept any invitation to any incentive trip.

*Functions:* Functions are defined as marketing events that are organized by product or service providers in an attempt to build relationships with their clients, where the event is held in the Republic of South Africa and does not include the funding of accommodation and travel.

**Policy:** Key Individuals and Representatives are entitled to accept invitations to functions, however they are cautioned against accepting more than 2 functions per year from any one product or service provider.

*Conference:* Conferences are defined as any event that is sponsored by a product or service provider, whether in or outside of the Republic of South Africa, in terms of which the applicable Key Individual or Representative will be exposed to speakers and/or workshops and/or information that could ultimately improve the knowledge base of the business and benefit STERLING's clients.

**Policy:** Key Individuals and Representatives are entitled to accept invitations to conferences, provided that the prior written approval of the Board has been obtained and provided that STERLING funds all travel and accommodation requirements associated with such trip.

#### Reasons why the conflict of interest is unavoidable

- a) The recommendation of investments into the AssetMix Funds of Funds; CounterPoint Funds, or CounterPoint Model Portfolios

This strategy is unavoidable and in the interests of investors for the following reasons:

- a) It is the only efficient way that STERLING can actively manage its clients' investments on an ongoing basis given:
- The number of clients
  - The geographical spread of the clients
  - The number of investment platforms utilised
- b) It is the only way to ensure that clients in similar risk profiles are managed on the same basis without timing and investment constraint differences.

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- c) A fund of fund is the only way to ensure that discretionary management does not result in CGT implications for investors.
  - d) It is the only way of formally ensuring that investors have the benefit of greater transparency in the manner in which their investments are managed and the quantum of the costs that are levied.
  - e) It is the only way to have access to specialised, dedicated asset management expertise and investment research on an ongoing cost effective basis.
  - f) It's the only way to effectively implement the predetermined investment process without the administrative constraints of Lisps (capped funds, funds not on platforms, timing of switches).
- b) The acceptance of invitations to functions, incentive trip and conferences
- a) The attendance by STERLING at functions and conferences is the only way for STERLING to remain informed with regard to industry matters, investment related matters, market conditions, product development initiatives and compliance. This is ultimately for the benefit of clients.
  - b) It is the best way for STERLING to maintain relationships with key service providers for the benefit of clients.

#### Specific steps that will be taken by STERLING to mitigate the conflict of interest

In addition to the general mitigation steps specified in the policy, STERLING will take the following specific steps to mitigate the potential risk to clients:

- a) The recommendation of investments into the AssetMix Funds of Funds or Counter Point Funds  
In light of the fact that this investment strategy is in the best interest of clients, it may continue provided that:
  - 1) Full disclosure must be given to investors with regard to:
    - a) The fact that STERLING has an interest in the product
    - b) The nature of the interest and full disclosure of fees earned
    - c) The nature of the product and all relevant details relating to the product
  - 2) Institute a pricing policy that will confirm the following:
    - a) No fee increases will take place without prior notice to clients.
    - b) No performance fees will be levied by AssetMix or CounterPoint.
    - c) All rebates if any will be re-invested back into the funds.
    - d) As far as possible the aggregated scale will be utilised to negotiate favourable fee deals with underlying managers for the benefit of the client.

3) STERLING must ensure that it will only recommend the in-house solutions where this is in the interests of the client.

2) The acceptance of invitations to functions, incentive trip and conferences

Please see “policy” statements under the section headed “Identification of conflicts of interest” above.



**ANNEXURE B**

**LIST OF ASSOCIATES:**

In terms of Section 3A(2)(b)(iii) of the General Code of Conduct, a conflict of interest management policy must include a list of all STERLING’s associates

Refer back to the definition of an “associate” and complete the form below. The nominated Key Individual and appointed Compliance Officer must sign and date the annexure. Print additional copies of this page should the need arise.

Associate’s Name	Type of Relationship
None	

**ANNEXURE C**

**OWNERSHIP INTEREST**

In terms of Section 3A(2)(b)(v) of the General Code of Conduct, a conflict of interest management policy must include the names of any third parties in which the provider hold an ownership interest.

Refer back to the definition of “third party” & “ownership interest” and complete the form below. The nominated Key Individual and appointed Compliance Officer must sign and date the annexure. Print additional copies of this page should the need arise.

Name of 3 <sup>rd</sup> party in which the <b>STERLING</b> holds an ownership interest:	Nature and extent of ownership interest:
Counter Point Asset Management (Pty) Ltd	20% shareholding

ANNEXURE D

OWNERSHIP INTEREST (3<sup>rd</sup>)

In terms of Section 3A(2)(b)(vii) of the General Code of Conduct, a conflict of interest management policy must include the names of any third parties that holds an ownership interest in the provider.

Refer back to the definition of “third party” & “ownership interest” and complete the form below. The nominated Key Individual and appointed Compliance Officer must sign and date the annexure. Print additional copies of this page should the need arise.

Name of 3 <sup>rd</sup> party that holds an ownership interest in STERLING:	Nature and extent of ownership interest:
None	

Confirmation of the acceptance of this policy by the Board of Directors of STERLING

We the board of directors of STERLING hereby confirm our acceptance of this Conflict of Interests Management Policy for and on behalf of STERLING.

Thus done and approved by the Board with effect from the 20th July 2021.



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JJ Strydom

Director



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J Joannides

Compliance Officer Signature