



CONFLICT OF INTEREST POLICY

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CONFLICT OF INTEREST POLICY

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CONFLICT OF INTEREST POLICY

1.0 Introduction

Car & General is committed to conducting business in a manner that ensures business judgment and decision making is not influenced by undue personal interests. When employee personal interests either influence, have the potential to influence, or are perceived to influence their decision making, a conflict of interest situation results.

Every Employee is responsible for identifying and escalating potential conflicts of interest (COI) so that they may be appropriately managed and resolved.

The failure to identify, escalate and appropriately manage actual or potential conflicts of interest and to comply with relevant Rules may expose the Company and Employees to fines, penalties, judgments, damages, and settlements related to regulatory or legal actions and may result in damage to the Company's reputation and a general loss of shareholder trust with the Organization.

2.0 Purpose

This policy has been developed to provide a framework for:

- all employees in declaring conflicts of interest; and
- When determining how to deal with situations of conflict.

3.0 Definition

Conflict of Interest	Any circumstance described in Part 4.0 of this Policy.
Board	means the governance body with ultimate responsibility for the C&G Group
Board Member	means a member of the Board
Management	Also referred to us Business Leaders, means the management of C&G and those Employees who are responsible for the day to day running of individual businesses and infrastructure functions of the C&G;
Employee	means any of the following: a) a permanent or temporary employee of C&G; b) a Board Member whether or not an employee of C&G; or c) a natural person employed by C&G as a contractor/consultant;
Client	Means any of the following; a) an existing client of C&G; b) a potential client of C&G (where the company is seeking to enter into a relationship with the potential client in respect of services or transactions); or c) a past client where other duties remain in place;
Family Member	means in relation to an Employee, a spouse, civil partner, domestic partner, children or step-children, parent or parent-in-law, sibling or sibling-in-law, grandparent, aunt, uncle, nephew, and niece;
Close Personal Relationship	means any of the following: a) a romantic relationship of an Employee;



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	b) a personal business, commercial or financial relationship of an Employee; or c) a cohabitee of an Employee
Outside Business Interest	means any interests or activities undertaken by an Employee outside their role at the C&G which are to be disclosed under the company's policies and procedures including without limitation, external business interest, directorships, external employment and political office appointments;
Rules	Means any laws, regulations, rules, supervisory expectations, codes of conduct/ethics, and standards of good or best practice relating to conflicts of interest applicable to the company;
Material Financial Interest	A financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Employee or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.
Third Party Representative	Means any of the following: i. an appointed representative/dealers (or where applicable, tied agent) of the C&G who is involved in the company's provision of services to a Client; ii. a person who is involved in the provision of services to C&G or its appointed representative (or where applicable tied agent) under an outsourcing arrangement;
Third parties	These are vendors, suppliers or service providers, consultants and advisors to the C&G
Values	C&G's values and beliefs set out in the Code of Business Conduct and Ethics; and

4.0 Conflict of Interest defined

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

4.1 Outside Interests

- i. A Contract or Transaction between C&G and an employee or Family Member.
- ii. A Contract or Transaction between C&G and an entity in which an employee or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative

4.2 Outside Activities

- i. An Employee competing with C&G in the rendering of services or in any other Contract or Transaction with a third party.
- ii. An Employee having a material financial interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or



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individual that competes with C&G in the provision of services or in any other Contract or Transaction with a third party.

4.3 Gifts, Gratuities and Entertainment.

An Employee accepting gifts, entertainment, or other favours from any individual or entity that:

- i. Does or is seeking business with, or is a competitor of C&G or
- ii. Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from C&G;
- iii. is a charitable organization; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the employee in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of C&G.

5.0 Procedure

Before a Board Member, Management and or other employee begins his or her service /appointment with the organisation, he or she shall file with the CEO, Manager or Head HR respectively a list of his or her principal business activities, as well as involvement with other business organisations, vendors or business interests, or with any other associations that might produce a conflict of interest. This information should be logged in the Conflict of Interest log.

5.1 Principles and Rules

C&G understands that avoiding a conflict of interest may not always be possible or practical. The required action for an employee who does not or cannot avoid a conflict of interest is to disclose it.

Having a conflict of interest is not necessarily wrong. However, it can become a problem or a legal matter if the employee tries to influence the outcome of business dealings for direct or indirect personal benefit.

This is why transparency, in the form of disclosure, is critical and helps to protect the integrity and reputation of the company and the employee.

Employees must disclose to their Manager and HR Business lead any conflicts of interest. **All conflicts of interest must be logged in a Conflict of Interest Log, and maintained as confidential information by the HR Business Partner.**

Disclosure must take place as soon as the employee identifies that there may be a conflict of interest and, whenever possible, before the employee engages in the conduct in question.

Newly hired staff members specifically must disclose all conflicts of interest with C&G during the hiring process so they can be discussed with the Manager and HR Business Lead.



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5.2 Management of Conflict of Interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into COI log, as well as being raised with the management team and or board respectively.

Addressing a conflict of interest is the responsibility of the Manager/Supervisor, thus, C&G expects the Manager to:

- i. Treat the information disclosed by the employee with appropriate confidentiality and without bias
- ii. Fairly evaluate the conflict of interest situation disclosed, including the risks to the business interests and reputation of C&G
- iii. Seek guidance if needed from the employee's Functional Manager and from supporting functions, including HR, Audit, Risk & Compliance and Legal.
- iv. Make a pragmatic decision to address the conflict of interest so that risks to C&G are minimized and the personal interests of the employee are protected as far as possible
- v. Communicate the decision and its reasoning to the employee and follow up to ensure the employee understands and complies with it
- vi. Retain documentation of the decision through Minutes, a standard Conflict of Interest Disclosure Form, Logging in the COI log and ensuring a copy is provided to the employee.

In deciding what approach to take;

- i. the Manager, Head HR and or Head Internal Audit, Risk & Compliance Leads will consider whether the conflict needs to be avoided or simply documented
- ii. whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- iii. alternative options to avoid the conflict
- iv. C&G's objects and resources, and
- v. the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of C&G.

The approval of any action requires the agreement of at least a majority of involved Management (excluding any conflicted Manager) who is present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the Conflict of Interest Log.

6.0 Responsibilities and Implementation

It is the responsibility of every C&G Manager to adhere to this Policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those employees reporting to him or her.

- i. All Employees / Staff Members are responsible for adhering to the principles and rules set out in this Policy.
- ii. HR is responsible for ensuring conflicts of interest are disclosed by new hires during the hiring process.
- iii. The owner of this Conflicts of Interest Policy is Internal Audit, Risk & Compliance



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7.0 Breach of this Policy

Breaches of this Policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.